

Corp. I.D. # 42116

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Clark Brothers, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

The construction and remodeling of residential and commercial buildings and for any other purpose for which a Rhode Island corporation may be formed. OK

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

Shares are without par value.

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

After the first One Thousand One (1,001) shares of this corporation shall have once been issued, each holder of shares in this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares that each existing shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right is deemed waived by any shareholder who does not exercise it and pay for the shares within thirty (30) days of the receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the sale of any new shares. Should this preemptive right be waived, the corporation may sell the new issue only at the same terms and conditions and at a price not less than that which was offered to the existing shareholders.

No shares of this corporation shall be sold or transferred at any time by any shareholder unless and until such shares shall have been first offered to the corporation and the other shareholders as hereinafter provided:

1. Any shareholder desiring to sell his/her shares or any part thereof to any person, firm or entity other than this corporation shall first obtain a bona fide offer in writing from its proposed purchaser thereof stating the value or price in money at which share or shares are proposed to be bought by such purchaser;

2. Such shareholder shall then offer in writing such shares proposed to be sold to the corporation at the price or value offered by the proposed purchaser as above provided and the corporation shall thereupon within five (5) days from the date such shares are offered to it, either accept or reject the offer in writing, and failure to accept in writing within the aforesaid time period shall be conclusively presumed and taken as a refusal of the offer;

3. In the event the corporation refuses such offer, the shareholder desiring to sell shall offer in writing such shares to the other shareholders of the corporation who shall each have the right and option to purchase such proportionate part of the shares offered for sale as the shares owned by each such purchasing shareholder bears to the total number of shares of the corporation issued and outstanding excluding therefrom the number of shares held by the shareholder offering to sell, provided further, that in the event that any shareholder declines to purchase his proportionate part of the shares offered, then each of the remaining shareholders shall have the right and option to purchase the declining shareholder's proportionate part of the shares offered for sale in the proportion that the number of shares held by each such remaining shareholder bears to the total number of shares held by such remaining shareholders, excluding the declining shareholder or shareholders, and further the option to purchase hereby given to the remaining shareholders shall be at the price or value offered by the proposed purchaser as above provided, and such shareholders, within ten (10) days from the date any such shares are offered to them, must either accept or reject the offer in writing, and the failure of any shareholder to accept such offer in writing within such time shall be conclusively presumed and taken as a refusal of the offer;

4. No shares of this corporation shall ever be sold or transferred to anyone other than the corporation or other shareholders of the corporation at a price less than the price at which the shares were offered to the corporation as provided above;

5. In the event that neither the corporation nor the shareholders of the corporation exercise their rights to purchase the shares that are proposed to be sold as aforesaid, or all of the shares that are proposed to be sold are not purchased, then the shareholder who desires to sell same, may sell those remaining shares which are unpurchased by either the corporation or the other shareholders to the person, entity or firm that was listed in the bona fide offer to the corporation and the shareholders as aforesaid in paragraph one (1) above at a price not less than the price at which the shares were offered to the corporation and the shareholders as provided above.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The affirmative vote of the holders of seventy-five (75) percent of the outstanding issued shares entitled to vote shall be necessary for the following corporate actions:

- A. Amendment of the Articles of Incorporation;
- B. Reduction or increase in the number of shares actually issued;
- C. Adoption or subsequent amendment of the By-Laws of the corporation.

The affairs of this corporation shall be managed solely by the shareholders as determined by majority vote. There shall be no Board of Directors. All real estate purchases, transfers, sales, and the signing of any lease agreements and/or purchases in excess of Five Hundred Dollars (\$500.00) shall be made only pursuant to a meeting of the shareholders, whereby a resolution is adopted at said meeting by a vote of the shareholders authorizing said transfer and/or purchase; and additionally the shareholders, at the aforesaid meeting, shall designate the person authorized to execute the documents needed to effectuate said sale, transfer, signing and/or purchase, and no officer of the corporation is authorized to execute any documents without the specific consent of the shareholders by resolution. Any officer who executes any document of behalf of the corporation, including but not limited to, purchase and sale agreements, offers to sell, offers to buy, deeds, etc., without the express consent of the shareholders by way of resolution at a duly organized meeting, executes any said document without the authority of the corporation and such execution shall not bind the corporation.

SEVENTH. The address of the initial registered office of the corporation is
28 Lakeside Drive, Smithfield, Rhode Island 02917 (add Zip Code)
and the name of its initial registered agent at such address is:
Charles W. Clark, Jr.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Charles W. Clark, Jr. - President	28 Lakeside Drive, Smithfield, RI 02917
Donald J. Clark - Vice President	28 Lakeside Drive, Smithfield, RI 02917
Christopher P. Clark - Secretary	RR#4, Box 272A, North Scituate, RI 02857
Christopher P. Clark - Treasurer	RR#4, Box 272A, North Scituate, RI 02857

NINTH. The name and address of each incorporator is:

Name	Address
Joseph N. Cassiere	465 Putnam Pike, Greenville, Rhode Island 02828

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Immediately upon the filing of these Articles of Incorporation.

Dated 1/30, 1987

Joseph N. Cassiere



STATE OF RHODE ISLAND } In the ~~CITY~~ } of Smithfield
COUNTY OF Providence } Town }

in said county this 30th day of January, A.D. 1987

then personally appeared before me Joseph M. Cassiere

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Suzanne M. Hawkins
Notary Public

Suzanne M. Hawkins
Commission expires: 6/30/91

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CHK 110.00

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