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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 84318

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 ~~THE GREENEST THUMBS YARD SERVICE, 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:

to own, operate and carry on the business of general landscaping, lawn and garden care, landscape gardeners, floricultures, nurserymen, yard maintenance and any and all associated activities, including the application of chemicals; to acquire and maintain the equipment necessary for the general business of lawn and garden care and maintenance; to purchase, acquire, hold, sell, exchange, raise, propagate, cultivate, or otherwise deal with or dispose of plants, trees, shrubs and other landscaping and nursery products; to carry on the general business of constructing, altering, remodeling, painting, repairing of real estate and any other purpose.

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

- (a) *If only one class:* Total number of shares.....1,000..... NO PAR VALUE
(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.)

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 57-1.1-24 of the General Laws, 1956, as amended: .

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

No transfer or sale of stock shall be valid unless and until the holder thereof has complied with all of the following requirements: (a). The holder of stock in case of a sale thereof must first offer said stock to the Corporation at the lowest price at which such stockholder is willing to sell the same, and no sale of any stock to any other party other than the Corporation shall be valid unless the offer to sell such stock, at the lowest price for which the holder is willing to sell, shall have first been received in writing by the Corporation. The Corporation shall have sixty (60) days in which to accept or reject said offer. A majority of the Board of Directors shall have the power to accept or reject such offer in behalf of the Corporation. (b). In the event that the Corporation refuses to purchase the stock so offered, (1) if the Corporation shall neither accept nor reject such offer, then the stock may be sold not later than thirty (30) days after the date of the Corporation's refusal, (2) or should the Corporation neither accept nor reject such offer not later than thirty (30) days after the expiration of the 60 days period during which the Corporation could accept such offers to any other party, but not for a price lower nor upon terms different than that at which such stock should have previously been offered according to the above provisions. The Corporation may require affidavits from the stock holder and the purchaser of such stock as the purchase price paid therefor. (c) As used herein, the term "sale or transfer" shall not be deemed to include any bequest to an heir-in-law made by a stockholder under the terms of his Will, or a transfer by operation of law if a stockholder dies intestate.

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(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.)

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.)

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