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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is. WATSON FARM HOMEOWNERS ASSOCIATION

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

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

SEE EXHIBIT A ATTACHED.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

SEE EXHIBIT B ATTACHED.

FIFTH: The address of the initial registered office of the corporation is 1070 Kingstown Road,
Peace Dale, RI 02883 (add Zip Code),
and the name of its initial registered agent at such address is: Leonard L. Bergersen, Esquire

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3)
and the names and addresses of the persons who are to serve as the initial directors are:

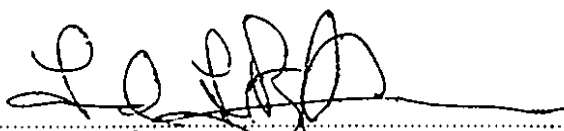
<i>Name</i>	<i>Address</i>
<u>Anthony R. Guarriello, III</u>	<u>74 Oakwoods Drive, Peace Dale, RI 02883</u>
<u>Gary W. Guarriello</u>	<u>84 Oakwoods Drive, Peace Dale, RI 02883</u>
<u>Kevin F. Guarriello</u>	<u>118 Oakwoods Drive, Peace Dale, RI 02883</u>
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SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Leonard L. Bergersen, Esquire</u>	<u>1070 Kingstown Road, Peace Dale, RI 02883</u>
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EIGHTH: 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

Dated 10-9, 1990


Leonard L. Bergersen

.....
Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A
TO ARTICLES OF INCORPORATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(1) to be and constitute the Association to which reference is made in the "DECLARATION OF RESTRICTIONS, EASEMENTS, AND CONDITIONS FOR WATSON FARM HOMEOWNERS ASSOCIATION", as may now exist and as might have already or may hereinafter be amended, (hereinafter referred to as the "Declaration"), establishing a plan of development filed, or to be filed, in the Land Evidence Records of the Town of South Kingstown, County of Washington, State of Rhode Island, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(2) to provide an entity for the furtherance of the interests of the owners of Lots in the development.

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Rhode Island in effect from time to time;

(b) all of the powers necessary or desirable to perform the

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obligations and duties and to exercise the rights and powers set out in the Articles of Incorporation, the By-Laws, or the Declaration, including, without limitation, the following:

- (i) to fix and to collect assessments or other charges to be levied against the Lots, including, without limitation, the power to foreclose on any lien in like manner as a mortgage on real estate containing a Statutory Power of Sale;
- (ii) to manage, control, operate, maintain, repair, and improve the Open Space areas described in the Declaration and facilities and property subsequently acquired by the Association, or any property owned by another, for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;
- (iii) to enforce covenants, conditions, liens, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of Lots in the development;
- (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise

EXHIBIT A TO ARTICLES OF INCORPORATION
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deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject only to any limitation thereon as may be set out in the By-Laws or any amendment thereof;

- (vi) to borrow money for any purpose as may be limited in the By-Laws;
- (vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;
- (ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;
- (x) to make and enforce reasonable rules and

EXHIBIT A TO ARTICLES OF INCORPORATION
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regulations governing the use of the Lots and the Open Space areas, which rules and regulations shall be consistent with the rights and duties established by the Declaration; sanctions may include suspension of the right to use the Open Space areas and other property of the Association and the right to abate unreasonable disturbances;

(xi) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article; and

(xii) to do all things necessary and proper to accomplish the foregoing purposes.

EXHIBIT B
TO ARTICLES OF INCORPORATION

Membership, Voting Rights and Board of Directors

A. Membership. Each Owner (including Declarant) who is the record owner of a fee or undivided fee interest in any Lot that is subject to the Declaration shall be deemed to have a membership in the Association. Membership shall be appurtenant to any Lot and may not be separated from such ownership. The foregoing is not intended to include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership. No Owner, whether one or more persons, shall have more than one (1) membership per Lot owned. In the event of multiples Owners of a Lot, votes and rights of use and enjoyment shall be as provided in the By-Laws. The rights and privileges of membership, including the right to vote, may be exercised by a member or the member's spouse or a member's nominee, but in no event shall more than one (1) vote for each class of membership applicable to a particular Lot be cast for each such Lot.

B. Voting. The Association shall have two (2) classes of membership, Class A and Class B as follows:

- (a) Class A. Class A members shall be all Owners of Lots, with the exception of Class B members, if any. Class A members shall be entitled on all issues to one (1) vote for each lot in which they hold the interest required for membership by Paragraph A hereof; there shall be only one (1)

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vote per Lot; provided, however, no vote shall be cast or counted for any Lot not subject to assessment. When more than one person or entity holds such interest in any Lot, the vote for such Lot shall be exercised as those persons or entities themselves determine and advise to the Secretary of the Association prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one person or entity seeks to exercise it. Any Owner of Lots which are leased may, in the lease or other written instrument, assign the voting right appurtenant to that Lot to the lessee, provided that a copy of such instrument is received by the Secretary prior to any meeting.

- (b) Class B. Class B members shall be the Declarant, and any successor(s) of Declarant who takes title for the purpose of development and sale. The Class B members shall originally be entitled to eighty-nine (89) votes; this number shall be decreased by one (1) vote for each Class A vote outstanding at any one time. The Class B membership shall terminate and become converted to Class A membership upon the happening of the earlier of the following:

- (i) when the total outstanding Class A votes equal

EXHIBIT B TO ARTICLES OF INCORPORATION
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- or exceed eighty (80); or
- (ii) January 1, 2001; or
- (iii) when, in its discretion, the Declaration so determines and executes and records, in the Land Evidence Records of the Town of South Kingstown, an instrument stating such determination.

From and after the happening of these events, whichever occurs earlier, the Class B members shall be deemed to be Class A members entitled to one (1) vote for each Lot in which the interest required for membership under Paragraph A hereof is held. At such time, the Declarant shall call a meeting as provided in the By-Laws for special meetings to advise the membership of the termination of Class B status.

Unless otherwise provided in the Declaration, or the By-Laws, the presence, in person or by proxy, at any meeting of members, entitled to cast ten (10%) percent of the voting power of each Class shall constitute a quorum at such meeting of the Association. In the event a quorum is not present, another meeting may be called, and the presence in person or by proxy, at such meeting of members entitled to cast five (5%) percent of the Class A voting power shall constitute a quorum at such meeting.

C. Board of Directors. The affairs of the Association shall be governed by a Board of Directors. It is the intent of

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this Article that the right to elect the members of the Board of Directors shall pass from the Declarant (Class B member) to the Class A members at such time as the Class B membership terminates as set forth in Section (b) of Paragraph B, unless the Declarant sooner permits the election of one or more Class A members to the Board of Directors by written instrument recorded in the Land Evidence Records of the Town of South Kingstown, stating such determination and election.

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