

**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 \_\_\_\_\_

PHALANX ENGINEERING, INC.

~~AND TO BE INCORPORATED UNDER THE GENERAL LAWS OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS~~  
(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:

Installation and service of heating and air conditioning systems and any other lawful purpose.

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 state, for the administration and regulation of the affairs of the corporation.

... for charitable, scientific or educational purposes.

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:

R.I.G.L. §7-1.1-24, 1956, as amended is hereby adopted. Pre-emptive rights are hereby defined as the rights a shareholder has to acquire unissued or treasury shares or securities converted into shares or carrying a right to subscribe to or acquire shares of the same class in preference to nonholders on equal terms with other holders of that class of stock in proportion as the number of shares of that class held by the shareholder bears to the total outstanding number of shares of that class.

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

SEVENTH. The address of the initial registered office of the corporation is 1025 Fleet National Bank Bldg., Providence, R.I. 02903 (add Zip Code) and the name of its initial registered agent at such address is: Girard R. Visconti, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ 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, 1936, as amended, state the name(s) and address(es) of the officers of the corporation.)

*Name*

*Address*

Not elected yet.

NINTH. The name and address of each incorporator is:

*Name*

*Address*

Girard R. Visconti, Esquire

1025 Fleet National Bank Bldg.  
Providence, R. I. 02903

Edward D. Beasley, Esquire

1025 Fleet National Bank Bldg.  
Providence, R.I. 02903

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

September 13, 1983

Immediately

Dated September 8, 1983

*Edward D. Beasley*  
*[Signature]*



Fourth (c):

No stock may be pledged as security for any loan by the owner thereof without having obtained in writing, the assent thereto of all the stockholders.

In case any stockholder of this corporation desires to give all, or any part shares of stock, he shall first offer the same to the corporation at book value and the President or Secretary of the corporation in writing, by certified mail, stating number of shares he desires to give, and the name of the person to whom they are given.

If any stockholder shall at any time desire to sell all, or any part of his stock, he shall first offer the same to the corporation and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to sell, transfer, or otherwise dispose of, the lowest price at which he is willing to sell, and the name of the person to whom they are to be sold.

Within thirty (30) days after the receipt of any such notice, the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall elect whether to accept such offer. If the stockholders shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the stockholders shall forthwith and within said thirty (30) days, deliver in person to the stockholder or mail by certified mail, postage prepaid, addressed to him at his usual office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election of the corporation to purchase such stock. The corporation shall have an additional thirty (30) days after the date of acceptance to make payment for such stock. The stockholder may receive the purchase price for such stock at the office of the corporation upon transfer of the shares sold.

If the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall not elect to accept said offer, or if notice of election to purchase shall not be given within the time limit above, then the stockholder making the offer is at liberty to sell, or give the same, provided said dispositive action is made within thirty (30) days after the expiration of said thirty (30) days and except in the case of a gift, at a price not less than the price at which it was offered to the corporation.

The corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid and the terms therefor, before transferring such stock to the books of the corporation.

All of the stockholders, exclusive of the offering stockholder, may in particular instances consent to any such proposed sale, or other disposition, but no such consent or waiver shall extend to other or subsequent instances.

Any stock acquired by the corporation under the above provisions shall be held in the name of this corporation, subject to the control and disposal of the Board of Directors, who may, if they see fit, offer it for sale, at such price as they may deem proper, to all stockholders of this corporation, in which event each stockholder shall have an equal right with the others pro rata to their holdings to purchase the same, provided, however, that any stockholder does not purchase his full proportionate share of the stock, his proportionate share may be purchased by the other stockholders pro rata to their holdings.

Any attempted sale in violation of this provision is null and void.

---

SIXTH : (a) To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with the corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize any corporation to carry on the business of a surety or indemnity.

(b) To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental entity or subdivision, domestic or foreign, insofar as may be permitted by law, AND/OR,

(c) To promote or assist financially or otherwise any corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of a contract or undertaking.

(d) RIGL §7-1.1-30.3, 1956, as amended is hereby adopted.

(e) The corporation or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (including his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer of the corporation or any subsidiary or affiliated company thereof, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or any subsidiary or affiliated company of, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse any person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.