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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

2007 JAN 26 PM 1:43
FILED
JAN 26 2007
By AMF
11-14411

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Foster Golf and Country Club, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares One thousand (1,000) no par common

or

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

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 67 Johnson Road,

(Street Address, not P.O. Box)

Foster

, RI

02825

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Robert Forrest

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See attached addendum

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert Forrest	67 Johnson Road, Foster, Rhode Island 02825

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Upon filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date:

1/25/07

DM P. Farn

Signature of each Incorporator

**ADDENDUM TO ARTICLE 6
OF THE
ARTICLES OF INCORPORATION**

Should any stockholder desire to sell the stock owned by him or her, he or she shall first offer same to the corporation and he or she may demand a price not to exceed any bona fide offer made by a third party, such price and the name of the offeror to be stated under oath. Whereupon, the corporation shall have thirty (30) days to accept or reject such offer. Should the corporation neglect or refuse to purchase such stock within thirty (30) days, the owner thereof shall then offer same to the other stockholders but not for a price less than that at which it was offered to the corporation. Whereupon, the stockholders shall have thirty (30) days to accept or reject such offer. If any of the stockholders desire not to accept the offer, the others shall have the right to do so. Should all the stockholders neglect or refuse to purchase such stock within thirty (30) days, the owner thereof shall be at liberty to sell same to any person, but not for a price less than that at which it was offered to the corporation and the stockholders, and unless the transfer to any such person or persons shall be made within sixty(60) days from the date of the offer to the stockholders such shares of stock shall not be sold or transferred without again being offered to the corporation and the stockholders for sale.