

Filing and License Fee: \$230.00 minimum

ID Number: 136924



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is Gem Plumbing & Heating Services, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

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

To engage in the business of plumbing, heating, ventilation, and air conditioning

services, for any purpose(s) ancillary or related thereto, and for any other lawful

purpose(s) for which a corporation may be formed under Chapter 1.1 of Title 7 of the

Rhode Island General Laws, as amended

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

(a) If only one class: Total number of shares 8,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

\$0.01 par value per share

or

(b) If more than one class: Total number of shares N/A (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

Please see attached addendum

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

Please see attached addendum

FILED

DEC 31 2003

By YML
C 15772

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

Please see attached addendum

7. The address of the initial registered office of the corporation is 55 Dorrance Street

(Street Address, not P.O. Box)

Providence

, RI 02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Girard R. Visconti, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 3 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Leonard P. Gemma</u>	<u>One Wellington Road, Lincoln, RI 02865</u>
<u>Director</u>	<u>Larry T. Gemma</u>	<u>One Wellington Road, Lincoln, RI 02865</u>
<u>Director</u>	<u>Edward J. Gemma</u>	<u>One Wellington Road, Lincoln, RI 02865</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Stephen M. Brusini, Esq.</u>	<u>55 Dorrance Street, Providence, RI 02903</u>

10. Date when corporate existence is to begin January 1, 2004

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 31, 2003

Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 31st day of December, 2003, personally appeared before me Stephen M. Brusini

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.

Notary Public VERONICA WINSLOW

My Commission Expires: January 18, 2006

ADDENDUM TO ARTICLES OF INCORPORATION OF
Gem Plumbing & Heating Services, Inc.

4(c). No stock may be pledged as security for any loan by the owner thereof without first 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 of his shares of stock to another person or entity, he shall first offer the same to the Corporation at book value and shall notify the President or Secretary of the Corporation in writing by certified mail, return receipt requested, postage prepaid, stating the number of shares he desires to give and the name of the person or entity to whom they are to be given.

If any stockholder shall at any time desire to sell all or any part of his shares of stock, he shall first offer the same to the Corporation and shall notify the President or Secretary of the Corporation in writing by certified mail, return receipt requested, postage prepaid, stating the number of shares he desires to sell, transfer, or otherwise dispose of, the lowest price at which he is willing to so dispose of, and the name of the person or entity to whom or to which they are to be sold. Within Thirty (30) days after the receipt of any such notice, the Corporation, through its stockholders, exclusive of the stockholder offering the shares to the Corporation, shall elect whether or not to accept such offer. If the Corporation 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 such stockholder or mail by certified mail, return receipt requested, postage prepaid, addressed to him at his usual post 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 such election to purchase to make payment for such stock. The stockholder may receive the purchase price for such stock at the office of the Corporation upon transfer to the Corporation of the shares sold.

If the Corporation shall not elect to accept said offer, or if notice of election to purchase shall not be given by the Corporation within the time limit above, then said stock shall be offered in writing to the stockholders of the Corporation who shall have Ten (10) days from receipt of said written notice within which to purchase such stock at the same price offered to the Corporation. Each stockholder shall have the right to purchase such portion of the remaining stock offered as the number of shares owned by him at such date shall bear to the total number of shares owned by all of the stockholders, excluding the stockholder making the offer; provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings. If the stockholders fail to decline to exercise the right to purchase the offering stockholder's shares within Ten (10) days from receipt of said notice, 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 the offer to the remaining stockholders, and except in the case of a gift, at a price not less than the price at which such stock was offered to the Corporation.

The Corporation may require affidavits from the selling stockholder and the purchaser of such stock as to the price paid and the terms therefore before transferring such stock upon 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 stockholders who may, if they see fit, offer it for sale at such price as they may deem proper to the 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 if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.

If any transfer of stock is made or attempted contrary to the provisions hereof, the Corporation and the other stockholders shall have the same options to purchase all of the stock so transferred or attempted to be transferred under the same terms and conditions provided herein. Any such offer to transfer shall be deemed to have been made when the Corporation and all of the other stockholders receive actual notice of the transfer or attempted transfer. If the Corporation and the other stockholders do not exercise their respective options regarding such stock, neither the stockholder who transferred or attempted to transfer such stock, nor the transferee or intended transferee shall be required to transfer any of such stock to the Corporation or to the other stockholders. Further, the Corporation may refuse to recognize any transferee

as one of its stockholders for any purpose, including, without limitation, for purposes of dividend and voting rights and for purposes of allocation of income, losses, and business expenses, until all applicable provisions hereof have been complied with to the satisfaction of the Corporation. To the extent that the provisions of this Article 4(c) may be inconsistent with or in conflict with any stock transfer restriction agreement(s) which may be entered into and/or amended from time to time between the stockholders, the Corporation, or any combination thereof, copies of which agreement(s) shall be on file with the Secretary of the Corporation, the terms of any such agreement(s) shall supersede the provisions of this Article 4(c) as to any and all parties to such agreement(s).

5. The shareholders shall have no preemptive rights to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

6. (a) The corporation shall have the authority to guarantee any bonds, securities, or evidences of indebtedness created by; or dividends on; or a certain amount per share in liquidation 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 this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

(b) The corporation shall have the authority 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 division or subdivision, domestic or foreign, as may be permitted by law.

(c) The corporation shall have the authority to promote or assist, financially or otherwise, 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 any obligation or undertaking.

(d) Sections 7-1.1-30.3, and 7-1.1-39.1 of the Rhode Island General Laws (1956), as amended, are hereby adopted.

(e) The corporation, or any subsidiary of affiliated company thereof, shall indemnify and hold harmless each person (and 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 thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of 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 (i) any breach of said person's duties of loyalty or fiduciary duties to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve willful misconduct, gross negligence, or knowing violation of law; or (iii) a transaction or transactions from which the person seeking indemnification derived improper personal benefit. 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 such 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.

(f) Meetings of the stockholders may be held anywhere in the United States of America.

(g) The corporation may be a partner in a business entity to the extent permitted by applicable law.

Gem Plumbing & Heating Co., Inc.
One Wellington Road
Lincoln, RI 02865

December 31, 2003

VIA HAND DELIVERY

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Re: Gem Plumbing & Heating Services, Inc.

Dear Sir/Madam:

Please accept this letter as the consent of Gem Plumbing & Heating Co., Inc. (Corporate ID No. 10165) to the use of the name "Gem Plumbing & Heating Services, Inc." by Stephen M. Brusini, Esq. for the purpose of organizing a Rhode Island corporation of the same name.

Sincerely,
Gem Plumbing & Heating Co., Inc.

By: 

Leonard P. Gemma, President