

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 97128



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Northland Residential Corporation
2. It is incorporated under the laws of Massachusetts
3. The name which it elects to use in Rhode Island is Northland Residential Corporation

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is August 14, 1995 and the period of its duration is unlimited
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2150 Washington Street, Newton, MA 02162
6. The address of its proposed registered office in Rhode Island is 1536 Westminster Street
(Street)
Providence, RI 02909 and the name of its proposed registered agent in
(City/Town) (Zip Code)

Rhode Island at that address is Mark E. Liberati

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Real estate development and sales.

FILED

8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>Robert A. Danziger</u>	<u>2150 Washington Street, Newton, MA 02162</u>
Director <u>Jonathan Maslin (see also below)</u>	<u>Geometry Asset Mgmt., 666 Fifth Avenue, 24th Floor(*)</u>
President <u>Frank M. Stewart (& Director)</u>	<u>2150 Washington Street, Newton, MA 02162</u>
Vice Presidents <u>Lynne B. Pedersen, (**)</u>	<u>2150 Washington Street, Newton, MA 02162</u>
Secretary <u>Susan E. Carlson</u>	<u>2150 Washington Street, Newton, MA 02162</u>
Treasurer <u>Frank M. Stewart</u>	<u>2150 Washington Street, Newton, MA 02162</u>

(*) New York, NY 10103

(**) Susan E. Carlson, John C. Dawley

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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The name of the corporation is:

Northland Residential Corporation

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures and to build or contract for the building of buildings and other structures on such property;

To serve as general partner of any limited partnership organized for such purposes; and

To engage in such other activities as may from time to time be permissible for corporations organized under M.G.L. c. 156B.

95-226036

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

The types and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:	- - -	- - -
Preferred:	- - -	Preferred:	- - -	- - -

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not Applicable

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Not Applicable

ARTICLE VI

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheet 6 attached hereto.

*If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

NORTHLAND HOLDING CORPORATION
FORMERLY KNOWN AS
NORTHLAND RESIDENTIAL CORPORATION

2150 Washington Street
Newton, MA 02162

August 4, 1995

Commonwealth of Massachusetts
Office of the Secretary of State
Corporations Division - Room 1717
One Ashburton Place
Boston, MA 02108

RE: Consent to Use of Name

To Whom it May Concern:

The undersigned Corporation hereby consents to the use of the name "Northland Residential Corporation" to be used by a Corporation formed pursuant to M.G.L. Ch. 156B.

Very truly yours,

NORTHLAND HOLDING CORPORATION formerly known
as Northland Residential Corporation

By: Frank M. Stewart
Frank M. Stewart
its Senior Vice President

CONTINUATION SHEET 6

The Corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

Meetings of the stockholders of this Corporation may be held anywhere within the United States, as the directors may determine.

The directors shall have the power to fix, from time to time, their own compensation and the compensation of officers and employees of the Corporation.

To the fullest extent that Chapter 156B of the General Laws of the Commonwealth of Massachusetts (or any successor provision), as the same exists or may hereafter be amended, permits elimination or limitation of the liability of directors, no director shall be liable to the Corporation or its stockholders for monetary damages on account of any breach of the fiduciary duties of such director.

So as to induce officers and directors of the Corporation (including persons elected by the directors to fill vacancies in the Board of Directors or in such offices) to serve as such, and to induce others to serve as such, and as partial consideration for such services, to the extent legally permissible the Corporation shall reimburse, exonerate, hold harmless and indemnify each present and future director and officer of the Corporation for, from and against any and all claims and liabilities to which he or she may become subject by reason of his or her being a director or officer, or by reason of his or her acts or omissions as a director or officer, and shall reimburse, exonerate, hold harmless and indemnify each such director and officer for all legal and other expenses reasonably paid or incurred by him or her in connection with any such claims or liabilities, whether or not he or she had ceased to be a director or officer of the Corporation, unless such person shall have been finally adjudged by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. The Corporation may compromise, settle, pay and discharge any such claims and liabilities and pay such expenses if such settlement, payment or discharge appears in the judgment of a majority of the Board of Directors to be for the best interests of the Corporation. The foregoing rights of such directors and officers shall not be exclusive of any other rights to which they may be lawfully entitled. The directors shall further have the right to authorize indemnification by the Corporation up to the extent above stated of employees and other agents of the Corporation (including persons who serve at its request as directors or officers of another organization in which it owns shares or of which it is a creditor) and any such indemnification may be provided although the person to be indemnified is no longer an officer, director, employee or agent of the Corporation.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later **EFFECTIVE DATE** is desired, specify such date which shall not be more than *thirty* days after the date of filing.

The information contained in ARTICLE VIII is *not a permanent* part of the Articles of Organization and may be changed only by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the principal office of the corporation in *Massachusetts* is: (post office boxes are not acceptable)
2150 Washington Street, Newton, Massachusetts 02162

b. The name, residence and post office address (if different) of the directors and officers of the corporation are:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Frank M. Stewart	167 Nelson Street Georgetown, MA 01833	
Treasurer:	Frank M. Stewart	167 Nelson Street Georgetown, MA 01833	
Clerk:	Susan E. Carlson	640 West Street Carlisle, MA 01741	
Directors:	Frank M. Stewart	Same as above	
	Robert A. Danziger	96 Temple Street West Newton, MA 02165	
	Jonathan N. Maslin	205 East 22nd Street, Apt. #5K New York, NY 10010	


c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: **December**

d. The name and business address of the resident agent of the corporation, if any, is: **Not Applicable**

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 14 day of August, in the year 1995.



Michael C. Giardiello, Esquire
Sherin and Lodgen
100 Summer Street
Boston, MA 02110

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

509684

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 14th day of August 19 95.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

A TRUE COPY ATTEST

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE 9/14/95 CLERK *SL*

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar, or no par stock, shall be deemed to have a par value of one dollar per share.

RECEIVED
SECRETARY OF
THE COMMONWEALTH
AUG 14 PM 3:00
FILING DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Michael C. Giardiello, Esquire

Sherin and Lougen

100 Summer Street

Boston, MA 02110

Telephone: (617) 426-5720