

Corp. I.D. #

71429

**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  
TUSPANI WATER COMPANY, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (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:  
To engage in the business of supplying water from wells, reservoirs, springs or other sources in potable quality for wholesale or retail sale, as may be defined in the General Laws of Rhode Island, 1956, As Amended, Title 46, Chapter 15.3, et seq.

As principal, agent, or broker, and on commission or otherwise; to buy, sell, exchange, lease, let grant, or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

To transact any lawful business for which corporations may be incorporated under the Rhode Island Corporation Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

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.

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

(a) *If only one class:* Total number of shares 1000 shares no par value

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

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.)

N/A

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

The corporation shall have the right in case of the sale of shares of stock of any shareholder to purchase said shares at the lowest price at which the stockholder is willing to sell to any other party before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase within fifteen (15) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares, within the said fifteen (15) days then such stockholder may, at any time within thirty (30) days after the expiration of said fifteen (15) days transfer said shares to any other party at not less than the price at which the same were offered to the corporation.

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

Any action required or permitted to be taken at a meeting of shareholders by 7-1.1- of the General Laws may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon under the provisions of 7-1.1-30

Powers normally vested in the Board of Directors under the provisions of 7-1.1-51 are vested in the President of the Corporation.

The Corporation may, from time to time, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1.1-41 and 7-1.1-51.

The Corporation shall have power to indemnify any person who was or is a party to a suit or proceeding, civil, or criminal, under the provisions of 7-1.1-4.1.

SEVENTH. The address of the initial registered office of the corporation is Park Square Place - Suite 201, 176 Eddie Dowling Highway (add Zip Code) North Smithfield, RI 02895 and the name of its initial registered agent at such address is: Paul P. Baillargeon, Inc.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Robert W. Kimball	45 Providence Rd., Mendon, MA 01756

NINTH. The name and address of each incorporator is:

Name	Address
Robert W. Kimball	45 Providence Rd., Mendon, MA 01756

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

February 25, 1993

STATE OF RHODE ISLAND } In the ~~City~~ } of North Smithfield  
COUNTY OF Providence } Town }  
in said county this 9<sup>th</sup> day of February, A.D. 1993  
then personally appeared before me Robert W. Kimball

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.

James S. Gallagher  
Notary Public

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
FEB 11 3 40 PM '93  
Rec'd & Filed  
AMT# 29  
96302  
FEB 17 1993