



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

126029

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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 Lupini Construction, Inc.
- 2. It is incorporated under the laws of New York
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 1/20/83 and the period of its duration is Purpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 11 Mill St. New York Mills, N.Y. 13417

6. The address of its proposed registered office in Rhode Island is 170 Westminster St. Suite 900
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Construction work

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

	<u>Name</u>	<u>Address</u>
Director	<u>Max D Lupini</u>	
Director	<u>Elizabeth H Lupini</u>	
President	<u>Max D Lupini</u>	<u>6630 Irish Road, Marcy, N.Y. 13403</u>
Vice President	<u>Elizabeth H Lupini</u>	<u>6630 Irish Road, Marcy, N.Y. 13403</u>
Treasurer	<u>Elizabeth H Lupini</u>	<u>6630 Irish Road, Marcy, N.Y. 13403</u>
Secretary	<u>Elizabeth H Lupini</u>	<u>6630 Irish Road, Marcy, N.Y. 13403</u>

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value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100			No par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100			No par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 297,500.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 10,000.00

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 3 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 5,250,000.00

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 35,260.00

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: June 19, 2002

Lupini Construction, Inc.
Print Exact Name of Corporation Making Application

By Elizabeth H. Lupini
 President or Vice President (check one)

By Elizabeth H. Lupini AND
 Secretary or Assistant Secretary (check one)

STATE OF New York
COUNTY OF Oneida

In New York Mills, NY, on this 19th day of June, 2002, personally appeared before me Elizabeth H Lupini who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public Rhonda A. Emmons
My Commission Expires: 6/25/03

RHONDA A EMMONS
Notary Public, State of New York
Reg.# 01EM6060548
Appointed in Madison County
My Commission Expires Jun 25, 20 03

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335
(401) 222-3040

INSTRUCTIONS FOR FILING APPLICATION FOR CERTIFICATE OF AUTHORITY BY A FOREIGN BUSINESS CORPORATION

Section 7-1.1-103 of the General Laws of Rhode Island, as amended

1. In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor by filing, in duplicate original, an Application for Certificate of Authority (Form No. 150) with the Office of the Secretary of State, Corporations Division, at the above address. When the application is properly completed, signed, submitted with the correct filing fee and the certified copies noted in item 12 below, a Certificate of Authority, together with the file stamped duplicate original Application for Certificate of Authority affixed thereto, shall be returned to the filer.
2. The minimum filing and license fee is \$165.00 for up to 1500 authorized shares represented in this state. The license fee is prorated beyond 1500 shares. Call the Corporations Division at the above telephone number for the appropriate fee if the number of authorized shares is greater than 1500. Items 11 and 12 on the Application for Certificate of Authority must be completed in order to calculate the license fee. Payment should be made payable to the Rhode Island Secretary of State.
3. A proposed name cannot be the same as, or deceptively similar to, the name of any entity, name reservation or registration on file with the Corporations Division. Availability of the corporation's name should be checked prior to submission of the application by calling the above telephone number. This is only a preliminary clearance and does not ensure that the name will be acceptable upon filing the Application for Certificate of Authority. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon this preliminary clearance. The final determination as to availability of the name will be made when the documents are submitted for filing.
4. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of the words, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island on line 3(a) of the application. If the corporate name is not available in Rhode Island, then set forth the "fictitious business name" under which the corporation will qualify and transact business in Rhode Island on line 3(b) of the application. If line 3(b) is completed, a Fictitious Business Name Statement must be filed with the application together with an additional filing fee of \$50.00.
5. Each corporation shall have and continuously maintain in this state a registered office, which may be, but need not be, the same as its place of business in this state, and a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office. However, in the case where the registered agent of a corporation is an attorney, the business address of the agent need not be identical with the registered office, but may be the usual business address of the attorney. The registered agent so appointed by a corporation shall be an agent of the corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.
6. The specific purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Rhode Island must be stated in item 7. General statements such as "any lawful purpose" or "any lawful business" will not be accepted.
7. If the corporation is engaged in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 222-2565.

CERTIFICATE OF INCORPORATION

LUPINI CONSTRUCTION, INC.

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW
OF THE STATE OF NEW YORK

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, do hereby certify:

FIRST. The name of the corporation is Lupini Construction, Inc.

SECOND: The purposes for which the corporation is formed are:

1. To engage in the business of masonry restoration, including cleaning, repointing, and recaulking masonry buildings of all types, and other construction activities.

2. To advertise, promote, merchandise and otherwise purvey services authorized herein: to negotiate and contract with respect to furnish-

ing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities; and generally to exploit the services and objects of the corporation by all lawful means.

3. To acquire, maintain and operate all buildings and other real property, transportation and other facilities and conveniences, suitable for use in and about the prosecution of its business.

4. To acquire, by purchase, lease or manufacture or otherwise, any personal property deemed necessary or proper or useful to the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation;

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228-N WASHINGTON ST.
ROSE, NEW YORK 13440

and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

5. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations; to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; to aid in any manner permitted by law any corporation of which any bonds, other securities or evidences of indebtedness or stocks are held by this corporation; and to do any acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, other securities or evidences of indebtedness or stock.

6. To borrow and lend money in connection with and in furtherance of any or all of the above purposes, without limit as to amount, by the issue of or upon warrants, bonds, debentures, and other negotiable or transferable instruments, or other obligations of the corporation; and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust; or by other lien upon, assignment of, or agreement in regard to all or any part of the property of the corporation wherever situated, whether now owned or hereafter acquired.

7. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

8. To do any and all of the foregoing, to the same extent as natural persons might do, in all parts of the world as principal, agent,

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EMLYN I. GRIFFITH

225 N. WASHINGTON ST.

ROCK, NEW YORK 10440

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contractor, or otherwise; to do everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing necessary, incidental or appurtenant to or connected with the aforesaid business or powers or any part thereof, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

9. The corporation shall not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation is to be located 734 Lafayette Street, City of Utica, County of Oneida, New York, 13502.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Hundred (100) common shares of no par value stock.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against the corporation may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is c/o Max D. Lupini, 734 Lafayette Street, Utica, Oneida County, New York, 13502.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 4th day of January, 1983.

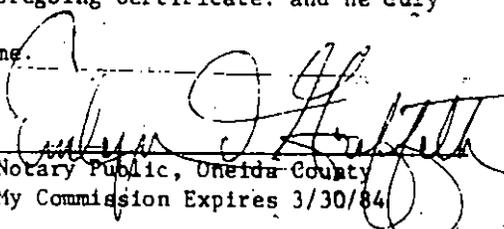
Max D. Lupini
MAX D. LUPINI
57 Main Street
Whitesboro, Oneida County
New York 13492

Elizabeth H. Lupini
ELIZABETH H. LUPINI
57 Main Street
Whitesboro, Oneida County
New York 13492

LAW OFFICES
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228 N. WASHINGTON ST.
ROME, NEW YORK 13440

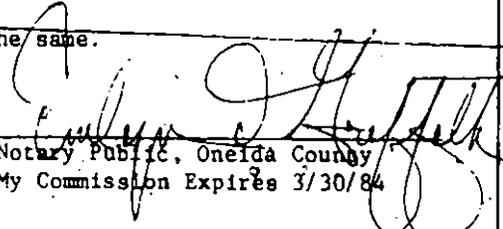
STATE OF NEW YORK)
COUNTY OF ONEIDA) SS.:
CITY OF ROME)

On this 4th day of January, 1983, before me, the subscriber, personally appeared MAX D. LUPINI, to me personally known and known to me to be the same person described in and who executed the foregoing Certificate: and he duly acknowledged to me that he executed the same.


Notary Public, Oneida County
My Commission Expires 3/30/84

STATE OF NEW YORK)
COUNTY OF ONEIDA) SS.:
CITY OF ROME)

On this 4th day of January, 1983, before me, the subscriber, personally appeared ELIZABETH H. LUPINI, to me personally known and known to me to be the same person described in and who executed the foregoing Certificate: and she duly acknowledged to me that she executed the same.


Notary Public, Oneida County
My Commission Expires 3/30/84

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CERTIFICATE OF INCORPORATION

OF

LUPINI CONSTRUCTION, INC.

UNDER SECTION 402

OF

THE BUSINESS CORPORATION LAW
OF THE STATE OF NEW YORK

Dated: January 4, 1983

EMLYN I. GRIFFITH
Attorney at Law
225 N. Washington Street
Rome, New York 13440

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 20 1983

AMT OF CHECK 110
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BY: *[Signature]*
P. Daniels

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 12 2002



A handwritten signature in cursive script, appearing to read "J. Glavin", followed by a horizontal line.

Special Deputy Secretary of State