

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 121230



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  
(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:

- The name of the corporation is Mount Vernon Group, Inc.
- It is incorporated under the laws of Massachusetts
- 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:*  
\_\_\_\_\_
- The date of its incorporation is October 6, 1977 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 92 Montvale Avenue Suite 4100 Stoneham, MA 02180
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(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 C T CORPORATION SYSTEM  
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To engage in the practice of architecture and related design services.

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

	<u>Name</u>	<u>Address</u>
Director	<u>Francis X. Tedesco</u>	<u>9 Rocky Pasture Road Gloucester, MA 01930</u>
Director	<u>Edward J. Tedesco</u>	<u>20 Souther Road Gloucester, MA 01930</u>
President	<u>Francis X. Tedesco</u>	<u>9 Rocky Pasture Road Gloucester, MA 01930</u>
Vice President	_____	_____
Treasurer	<u>Edward J. Tedesco</u>	<u>20 Souther Road Gloucester, MA 01930</u>
Secretary /Clerk	<u>Jean Coss</u>	<u>27 Russell Road Winchester, MA 01890</u>

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
7,500	Common		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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common		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 \$ 750,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(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 0 % [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 \$ 12 million.

(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 \$ 250,000.

(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 2 % [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: 11/21/2001

Mount Vernon Group, Inc.  
Print Exact Name of Corporation Making Application

By [Signature]

President or  Vice President (check one)

By [Signature] AND

Secretary or  Assistant Secretary (check one)  
Clerk

STATE OF Massachusetts  
COUNTY OF Middlesex

In Providence, on this 14th day of November, 2001, personally appeared before me [Signature] who, being by me first duly sworn, declared that he/she is the 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.

[Signature]  
Notary Public  
My Commission Expires: November 29, 2007



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

## BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS  
BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS  
BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS  
BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908-5860  
(401) 222-2565 Fax: (401) 222-5744

31 October 2001

MOUNT VERNON GROUP  
92 MONTVALE AVE., SUITE 4100  
STONEHAM, MA 02180

Dear Sir/Madam:

Every annual application for Certificate of Authorization to practice must be approved by the Secretary of State. In the first year, said approval must be accompanied by a Certificate of Authorization. On subsequent years, renewals must be accompanied by a Certificate of Good Standing from the Secretary of State's office.

Your Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects. To complete the process, the following information is requested.

A CERTIFICATE OF GOOD STANDING, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing. The Board is requesting that a certificate of good standing be provided within 60 days. THIS LETTER MUST ACCOMPANY YOUR CERTIFICATE OF AUTHORITY APPLICATION TO THE SECRETARY OF STATE'S OFFICE, ALONG WITH THE REQUIRED FEE FOR A CERTIFICATE OF GOOD STANDING,

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this CERTIFICATE OF GOOD STANDING, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice architecture in the state of Rhode Island.

Very truly yours,

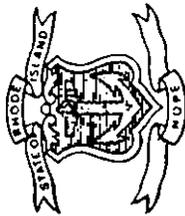
BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS

Dana M. Newbrook, NCARB, AIA  
Secretary

DMN/im

Certified Mail

State of Rhode Island and Providence Plantations



BOARD OF EXAMINATION and REGISTRATION OF ARCHITECTS

BE IT KNOWN THAT

FRANCIS X. TEDESCO

having given satisfactory evidence of having the education, training and/or qualifications required by law is hereby authorized to practice

Architecture

IN THE STATE OF RHODE ISLAND

IN WITNESS WHEREOF, THE BOARD HAS ISSUED THIS CERTIFICATE OF REGISTRATION

NO. 2781 UNDER THE SEAL OF THE BOARD THIS 12TH DAY OF SEPTEMBER 2001



BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

*[Signature]*

CHAIRMAN

*[Signature]*

SECRETARY



3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	None	None		\$
Common	7500			

4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

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

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the Corporation through the Board of Directors in the following manner:

He shall notify the directors of his desire to sell or transfer by notice in writing which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of any stock, the directors shall have thirty days within which to purchase the same at such valuation but if at the expiration of thirty days the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

(See 5A)

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

The directors may make, amend, or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by-law or the By-Laws requires action by the stockholders.

Meetings of the stockholders of the corporation may be held anywhere in the United States

\*If there are no provisions state "None".

or domestic, formed or to be formed, and either upon trust for or as agents or nominees of this company, or upon any other terms or conditions which the Board of Directors may consider for the benefit of this company and to manage the affairs, or take over and carry on the business of such company or companies so formed or to be formed, either by acquiring the shares, stocks or securities thereof, and to receive and distribute as profits the dividends and interest on such shares, stocks or securities.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the secretary of the Commonwealth or if later date is desired, specify date, (not more than 90 days after date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
  - a. The post office address of the initial principal office of the corporation in Massachusetts is:

48 Mount Vernon Street, Winchester, Massachusetts, 01890

- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Edward J. Tedesco	Souther Rd., Gloucester	Same
Treasurer:	Edward J. Tedesco	Souther Rd., Gloucester	Same
Clerk:	Emmanuel J. Rempelakis	668 Annursnac Hill Rd., Concord, Mass.	Same
Directors:	Edward J. Tedesco	Souther Rd., Gloucester, Mass.	Same
	Emmanuel J. Rempelakis	668 Annursnac Hill Rd., Concord, Mass.	Same

- c. The date initially adopted on which the corporation's fiscal year ends is:  
June 30th
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:  
4th Friday in October
- e. The name and business address of the resident agent, if any, of the corporation is:  
None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of October 1977

Edward J. Tedesco  
Edward J. Tedesco

Emmanuel J. Rempelakis  
Emmanuel J. Rempelakis

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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THE COMMONWEALTH OF MASSACHUSETTS

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CORPORATION DIVISION  
CLERK'S OFFICE

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written 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 \$125<sup>00</sup> having been paid, said articles are deemed to have been filed with me this

6<sup>th</sup>  
1977

Effective date

PAUL GUZZI

Secretary of the Commonwealth

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT  
TO BE FILLED IN BY CORPORATION

TO:

Mount. Vernon Group, Inc.  
Architects and Planners  
48 Mount. Vernon Street, Winchester, Mass., 01890  
Telephone 729-7263

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 10/30/77 CLERK *ED*

FILING FEE: 1.20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

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