

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

ID Number: 102455



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 Minus-Eleven Inc.
2. It is incorporated under the laws of Massachusetts
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 May 6, 1976 and the period of its duration is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 70 Finnell Dr., Suite 11 Weymouth, MA 02188

6. The address of its proposed registered office in Rhode Island is 123 Dyer ST. (Street)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C.T. Corp. System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
air conditioning and refrigeration

FILED

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

Name	Address
Director _____	_____
Director _____	_____
President <u>Timothy G. O'Connor</u>	<u>25 Kenneth Dr. Bridgewater, MA 02324</u>
Vice President _____	_____
Secretary <u>Eileen O'Connor</u>	<u>25 Kenneth Dr. Bridgewater, MA 02324</u>
Treasurer <u>Peter Harrington</u>	<u>75 Stonybrook Dr., Bridgewater, MA 02324</u>

SEP 06 1993
COST 43
2102 70
Address By _____

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MAY 7 1976

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 150B, 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 \$ ~~12.50~~ having been paid, said articles are deemed to have been filed with me this

May

1976

7th day of

Effective date

Paul Guzzi

PAUL GUZZI
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE *7/20/76* CLERK *ZD*

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

George H. Chansky, Esq.

157 Cabot Street

Beverly, Massachusetts, 01915

Telephone... 922-2820

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.

Copy Mailed

MAY 21 1976

118159

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE

BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 150B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Wc,	SYDNEY DOUGLAS	126 Washington Ave., Chelsea, Mass.
	ROGER A. ANNIS	2 Venice St., Danvers, Mass.,
	ADELAIDE P. ANNIS	2 Venice St., Danvers, Mass.

The above-named incorporator(n) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(n):

- The name by which the corporation shall be known is:

MINUS-ELEVEN, INC. ✓

- The purposes for which the corporation is formed are as follows:

To carry on all or any of the businesses of buying, selling, installing, servicing, and repairing of ice makers, ice manufactureres, ice dealers, refrigerating storekeepers, and makers, manufacturers, importers, merchants and dealers of and in freezing and refrigerating agents, mixtures and mediums of all descriptions, both natural and artificial; to buy, sell, or let out to hire and deal in ice-making machines, and refrigerating machines, air conditioning machines and equipment of all kinds, freezing machines and equipment of all kinds, chambers, apparatus, implements and appliances of all kinds and descriptions.

To purchase, lease, hire or otherwise acquire or hold or maintain, improve, alter, to sell, convey, mortgage or otherwise dispose of real estate and personal property and for any interest therein, in or out of the state, insofar as it is necessary for the conduct of the business.

To conduct any other business permissable under Massachusetts General Laws Chapter 156 B.

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1" wide for binding. Only one side should be used.

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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		\$ NONE
Common	1000	NONE		NONE

- *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:

- *6. 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: The directors may make, amend, or repeal the by-laws in whole or in part except with respect to any provisions thereto which by law or the by-laws required 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".

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 manner following:

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 arbitrators 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 the 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.

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 requirements.

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 30 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:

489 Main Street, Route 28, Stoneham, Massachusetts, 02180

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:	SYDNEY DOUGLAS	126 Washington Ave. Chelsea, Mass.	126 Washington Ave. Chelsea, Mass.
Treasurer:	ROGER A. ANNIS	2 Venice Street Danvers, Mass.	2 Venice Street Danvers, Mass.
Clerk:	ADELAIDE P. ANNIS	2 Venice Street Danvers, Mass.	2 Venice Street Danvers, Mass.
Directors:	SYDNEY DOUGLAS	126 Washington Ave. Chelsea, Mass.	126 Washington Ave. Chelsea, Mass.
	ROGER A. ANNIS	2 Venice Street Danvers, Mass.	2 Venice Street Danvers, Mass.
	ADELAIDE P. ANNIS	2 Venice Street Danvers, Mass.	2 Venice Street Danvers, Mass.

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

Second Monday of January

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 sixth day of May 19 76

Robert A. Annis
Sydney Douglas
Adelbert P. Annis

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.

The Commonwealth of Massachusetts

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

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CERTIFICATE OF CHANGE OF PRINCIPAL OFFICE (General Laws, Chapter 156B, Section 14)

I, Eileen O'Connor, *Clerk / *Assistant Clerk

of Minus-Eleven, Inc.
(Exact name of corporation)

having a principal office at 447 Charles Street, Malden, MA 02148
(Street address of corporation in Massachusetts)

certify that pursuant to General Laws, Chapter 156B, Section 14, the directors of said corporation have changed the location of the principal office of the corporation to:

70 Finnell Drive, Suite 11, Weymouth, MA 02188
(New street address of corporation in Massachusetts including number, street, city or town and zip code.)

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7/30/97 CLERK *[Signature]*

RECEIVED
FEB 20 1997
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

SIGNED UNDER THE PENALTIES OF PERJURY, this 18 day of FEBRUARY, 1997

Eileen O'Connor, *Clerk / *Assistant Clerk

*Delete the inapplicable words

The Commonwealth of Massachusetts

SEP 20 20 3:00

MICHAEL JOSEPH CONNOLLY

Secretary of State

One Ashburton Place,
Boston, MA 02108

FEDERAL IDENTIFICATION

NO. 04-2592245

CERTIFICATE OF CHANGE OF DIRECTORS OR OFFICERS
OF DOMESTIC BUSINESS CORPORATIONS

General Laws, Chapter 156B, Section 53

88-009443

Clerk or

Assistant Clerk of the

② I. Eileen O'Connor

③ Minus-Eleven, Inc.

(Name of Corporation)

④ located at 447 Charles Street, Malden, Massachusetts

(Business Address of Corporation: Number and Street, City or Town)

hereby certify in compliance with the provisions of law, that a change in the officers of said corporation has been made, and that the names of the present officers are as follows:

Title	(5A) Name	(5B) Address Give Number and Street of Domicile	(5C) Expiration of Term of Office
President	Timothy G. O'Connor	10 Parker Street Somerville, MA 02143	
Treasurer	Peter A. Harrington	36 Handy Street North Attleboro, MA 02760	
Clerk	Eileen O'Connor	10 Parker Street Somerville, MA 02143	
Directors	Timothy G. O'Connor	Same as above	
	Peter A. Harrington	Same as above	
			ATRUE COPY ATTEST
			<i>William Francis Galvin</i>
			WILLIAM FRANCIS GALVIN SECRETARY OF THE COMMONWEALTH
			DATE <u>10/26/88</u> CLERK <i>[Signature]</i>

⑥ SUBSCRIBED THIS 26th day of October 19 88 UNDER THE PENALTIES OF PERJURY.

⑦ SIGNATURE Eileen O'Connor Clerk or Assistant Clerk

NOTE: Photocopies will not be accepted for filing.

SEE INSTRUCTIONS ON BACK SIDE
INCOMPLETE OR INCORRECT DOCUMENTS WILL BE RETURNED TO SENDER

