

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

ID Number:

106433



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 Miller Dyer Spears 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 5/93 and the period of its duration is Continuous

- 5 The address of its principal office in the state or country under the laws of which it is incorporated is 286 Congress Street, Boston, MA 02210

- 6 The address of its proposed registered office in Rhode Island is 123 Dyer Street
(Street)

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

that address is CT Corporation System

- 7 The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Architectural and Planning Services

- 8 The names and respective addresses of the directors and officers are

Name	Address
Director <u>Myron Miller</u>	<u>43 Sumner Road, Brookline, MA 02146</u>
Director <u>Daniel Dyer</u>	<u>46 Clarendon Street, Newton, MA 02160</u>
President <u>Myron Miller</u>	<u>43 Sumner Road, Brookline, MA 02146</u>
Vice President _____	_____
Secretary <u>William Spears</u>	<u>27 Kenwood Street, Brookline, MA 02146</u>
Treasurer <u>Daniel Dyer</u>	<u>46 Clarendon Street, Newton, MA 02160</u>

FILED

MAY 12 1999

By

223593

- 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
20,000	Common		\$10.00

- 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>
7,500	Common		\$10.00

- 11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 169,000.

- (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 -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 \$ 2,900,000.

- (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 \$ -0-

- (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 -0- % [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.

Dated May 11, 1999

Miller Dyer Spears Inc.

(Exact Corporate Name of Corporation Making Application)

By Myron Miller

☒ President or ☐ Vice President (check one)

By William Spears

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Mass.
COUNTY OF Suffolk

In Boston on this 11th day of May, 1999, personally appeared before me Myron Miller, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Joanne M. Flynn
Notary Public

My Commission Expires: March 20, 2003

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

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

Myron Miller of 43 Sumner Road, Brookline, MA

Daniel J. Dyer of 46 Clarendon Street, Newton, MA

and

William C. Spears of 27 Kenwood Street, Brookline, MA

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

1. The name by which the corporation shall be known is:

Miller Dyer Spears Inc.

2. The purpose for which the corporation is formed is as follows:

See attachment A

93-145044

DO NOT USE PHOTOCOPIES - ORIGINALS ONLY WILL BE ACCEPTED FOR FILING

NOTES: ONCE DOCUMENT IS ACCEPTED AND FILED, CHANGES MUST BE BY AMENDMENT OR CERTIFICATE OF CHANGE ONLY

Name
Approved

C ☐
P ☐
M ☐
R.A. ☐

P.C.

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 leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

430983

THE COMMONWEALTH OF MASSACHUSETTS

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 \$20.00 having been paid, said articles are deemed to have been filed with me this 25th day of MAY 19 93.

Effective date

Michael Joseph Connolly
MICHAEL J. CONNOLLY
Secretary of State

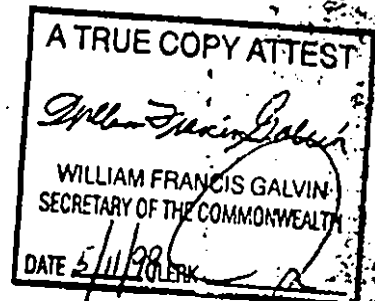


PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:

Janet B. Fierman, Attorney

93 Union Street

Newton Centre, MA 02159

617-964-3930
Telephone

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 \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

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