

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

ID Number: 105437



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 Burton Highway, Inc. ^{LLC}
- 2. It is incorporated under the laws of Delaware
- 3. The name which it elects to use in Rhode Island is Burton Highway, Inc.

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

- 4. The date of its incorporation is 3/12/99 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware

- 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 (City/Town) (Zip Code)
Rhode Island at that address is C T CORPORATION SYSTEM

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
to serve as General Partner of Chalet Navy Properties, Limited Partnership, to enter into leases, own, operate and maintain projects and obtain financing.

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

	Name	Address
Director	<u>Fred B. Roedel</u>	<u>PO Box 657, Chalet Drive, Wilton, NH 03086</u>
Director	<u>Richard R. Fernald</u>	<u>PO Box 270, 14 Grove St., Peterborough, NH 03458</u>
Director	<u>Howard W. Wing</u>	<u>358 Federal Hill Road, Milford, NH 03055</u>
President	<u>Fred B. Roedel</u>	<u>PO Box 657, Chalet Drive, Wilton, NH 03086</u>
Vice President	<u>Fred B. Roedel</u>	<u>PO Box 657, Chalet Drive, Wilton, NH 03086</u>
Secretary	<u>Richard R. Fernald</u>	<u>PO Box 270, 14 Grove St., Peterborough, NH 03458</u>
Treasurer	<u>Fred B. Roedel</u>	<u>PO Box 657, Chalet Drive, Wilton, NH 03086</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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	common		\$ 1.00 par value

10. The aggregate number of its issued shares, itemized by classes, par value 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>
1,000	common		\$ 1.00 par value

11. 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 43%; and 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 49%.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 8,684,500

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 3,765,400

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 752,500

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 370,600.

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 16, 19 99

Burton Highway, Inc.
(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

By Richard R. [Signature] AND
 Secretary or Assistant Secretary (check one)

STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

In Wilton, NH, on this 16th day of March, 1999, personally appeared before me FRED B. ROEDEL, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: 7/14/2003

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BURTON HIGHWAY, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MARCH, A.D. 1999, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9630555

DATE: 03-16-99