

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is
DAVITT WOODWORKS, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

General contractor, exterior and interior carpentry, rough and finish carpentry and all other legal business associated with general contracting and carpentry

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- 100
- (a) *If only one class:* Total number of shares. _____
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

no par value

or

- (b) *If more than one class:* Total number of shares. _____
(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

A. No Shareholder, including the executor or administrator of a deceased Shareholder, shall have the right to sell, transfer (by gift or otherwise), pledge or encumber his stock in this Corporation unless he shall first have offered in writing to sell such stock to the Corporation (or if the Corporation fails to purchase the same, then to all of the other Shareholders, on a pro rata basis) at the lowest price at which he is willing to sell the same, and the Corporation and/or the other Shareholders have either refused to purchase said stock or have neglected to exercise their option to purchase within twenty days after receipt of such notice as hereinafter set forth.

B. Any Shareholder offering to sell his stock as aforesaid, shall state in writing the price at which he desires to sell said stock, and the Corporation shall have the right to purchase said stock at the price so stated provided the Corporation shall notify the selling Shareholder in writing within twenty days after receipt by it of the offer to sell that it elects to exercise its option to purchase. If accepted, the date of purchase shall be sixty days from the date the notice was mailed to the Corporation.

C. If the Corporation shall fail to accept the offer to purchase the stock within twenty days after receipt of the notice, the selling Shareholder shall send a similar notice to the remaining shareholders who shall have twenty days after the mailing of the same in which to notify the selling Shareholder of their intention to purchase the same. If less than all of the stock shall be accepted, the offer shall be deemed rejected unless the remaining Shareholders agree to purchase the remaining stock. If some but less than all of the stock shall be accepted, the selling Shareholder shall promptly offer the balance of the stock to the accepting Shareholders pro rata. They shall have twenty days from mailing of that notice to accept the same. If some but not all is accepted, the same procedure shall be followed until either all is accepted or some remains unsold. If some remains unsold at that point, then the offer in its entirety shall be deemed rejected. The date of purchase shall be sixty days from the date all the stock has been accepted.

D. If the other Shareholders shall either notify the selling Shareholder that they do not desire to purchase his stock or fail, within twenty days after receipt of his offer to

XXXXXXSIXTH Provisions (if any) for the regulation of the internal affairs of the corporationXXXXXX

sell, to notify him of their intention to purchase as aforesaid, the selling Shareholder shall be entitled to sell his stock to any person at not less, however, than the amount at which he offered it to the Corporation and all of the other Shareholders.

E. The Corporation shall be entitled to refuse to register the name of any transferee of stock as an owner thereof on its records if he shall have paid less than the amount at which it was offered to the Corporation and all of the other Shareholders, and may require a statement from him under oath as to the amount which he has paid for said stock.

F. The Corporation and all of the other stockholders may waive the provisions of this paragraph at any time.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

The capital stock of the corporation, without par value, may be issued from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be determined from time to time by the Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is
20 Main St., Box 1418, N. Kingstown RI 02852 (add Zip Code)
and the name of its initial registered agent at such address is:

Paul A. Sollitto

EIGHTH. The number of directors constituting the initial board of directors of the corporation is ^{one} and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Matthew O. Davitt	4412 Old Post Road Charlestown RI 02813

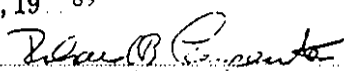
NINTH. The name and address of each incorporator is:

Name	Address
Richard B. Carpenter	20 Main Street, Box 1540 North Kingstown RI 02852

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon acceptance by the Secretary of State

Dated February 16, 1989


Richard B. Carpenter

STATE OF RHODE ISLAND }
COUNTY OF Washington } In the ^{City} North Kingstown Town } of North Kingstown
in said county this 16th day of February, A. D. 1989
then personally appeared before me

Richard S. Carpenter

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Richard S. Carpenter
Notary Public

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SECRETARY OF STATE
CORPORATIONS DIV.
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