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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

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is Burlingame Corp

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

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

We intend to operate a concession the
operation of Burlingame State Park

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

(a) If only one class: Total number of shares 100 (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.):

Shares will be without Par value

or

(b) If more than one class: Total number of shares _____ (State (A) the number of 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.);

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

None

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

None

7. The address of the initial registered office of the corporation is 23 John St.
(Street Address, not P.O. Box)
Westerly RI, RI 02891 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Amos S. Burdick III
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 4 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address	
President	Howard F. Bentley	42 Laurie Drive	Charlestown RI 02813
V. President	Paul Bentley	Switch Rd	Hopkinton RI
Secretary	Justin Bentley	Switch Rd	Hopkinton RI
Treasurer	Amos S. Burdick III	23 John St	Westerly RI

9. The name and address of each incorporator is:

Name	Address
Amos S. Burdick III	23 John St Westerly, R.I. 02891
Howard F. Bentley	42 Laurie Drive Charlestown RI 02813

10. Date when corporate existence is to begin Jan. 1st 2002
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 12/24/01

Howard F. Bentley
Amos S. Burdick III

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 24th day of December, 2001, personally appeared before me Amos S. Burdick III, Howard F. Bentley, 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.

Cathryn J. Villanovis
Notary Public
My Commission Expires: 3/11/02