

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 D & M CUSTOM HOMES, 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:

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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:

(a) If only one class: Total number of shares100

(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 common.

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 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:

In the event that any stockholder or the respective heirs, administrators, executors, successors or assigns of any stockholder shall desire to sell or transfer the whole or any portion of his stock of this corporation, such stockholder or the respective heirs, administrators, executors, successors or assigns of said stockholder shall communicate that fact in writing to the corporation which shall within twenty days of the receipt of said communication notify said stockholder whether it elects to purchase said stock, the corporation to have the right to nominate or designate the person or corporation to acquire title to said stock. In the event that the purchase price cannot be agreed upon within twenty days of the notification by the corporation of its election to purchase, each of the parties shall select a disinterested and impartial person to act as arbitrator and the two so chosen shall select a third, and the three so chosen shall determine the price to be paid. The decision of the majority of the arbitrators shall be final and binding upon the parties. In the event that one party fails to select an arbitrator, the arbitrator chosen by the other party shall proceed alone to determine the price to be paid and his decision shall be binding upon

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

The capital stock of the corporation may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible or real estate as may be fixed from time to time by the Board of Directors of the corporation.

SEVENTH. The address of the initial registered office of the corporation is 936 Smithfield Avenue, Lincoln, RI 02865 (add Zip Code) and the name of its initial registered agent at such address is: Jonathan F. Oster.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
President: Gary Fenster	41 Terrace Avenue, Warren, RI 02885
Vice-Pres: John M. Lannan	27 Broadcommon Road, Bristol, RI 02809
Secretary: Gary Fenster	41 Terrace Avenue, Warren, RI 02885
Treasurer: John M. Lannan	27 Broadcommon Road, Bristol, RI 02809
Director: Gary Fenster	41 Terrace Avenue, Warren, RI 02885
Director: John M. Lannan	27 Broadcommon Road, Bristol, RI 02809

NINTH. The name and address of each incorporator is:

Name	Address
Jonathan F. Oster	936 Smithfield Ave., Lincoln, RI 02865

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

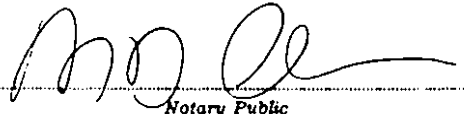
Date of incorporation

Dated April 13, 1988

JONATHAN F. OSTER

STATE OF RHODE ISLAND } ~~CITY~~
COUNTY OF PROVIDENCE } In the Town of LINCOLN
in said county this 13th day of April, A.D. 19 88
then personally appeared before me JONATHAN F. OSTER

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.


Notary Public
NOTARY PUBLIC

✓ 46140

APR 20 1988
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04/26/88 PAID 0222A001
CHECK 110.00
SP-11-11-88

To engage in the business of construction of homes and buildings of all types, including, for residential, commercial, or industrial use, and to act as a general contractor or subcontractor in its construction business, including, but not limited to, the performance of all types of carpentry, electrical, heating and cooling, painting, plumbing, and roofing services incidental thereto.

To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, well diggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steam-fitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.

The doing of any and all legal acts.