

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 R.I. KITCHEN & BATH, 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:

Sale of kitchen and bath supplies at wholesale and retail; consulting and contracting for design and installation of kitchen and bath; and any other lawful business.

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 shares 300 no par common

(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.)

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:

see "SIXTH" attached

see "SIXTH" attached

Steven L. St. Onge

STATE OF RHODE ISLAND
COUNTY OF KENT

} In the ~~City~~
Town }

of East Greenwich

in said county this 20th day of September, A.D. 1990

then personally appeared before me Steven L. St. Onge

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.

David W. Dumas

David W. Dumas, Notary Public
My commission expires 6-30-91

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION

SEP 26 4 09 PM '90

#100677313

Rec'd & Filed SEP 26 1990

61942

3850

Corporation Section
Office of the Secretary of State
100 North Main Street
Providence, RI 02903

Ladies & Gentlemen:

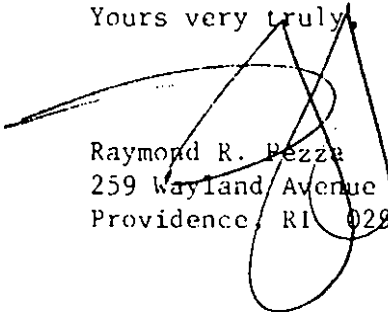
I am the principal and the sole shareholder of

RHODE ISLAND KITCHEN SUPPLY, INC.

and have no objection to Messrs. St. Onge forming a
corporation by the name of

R.I. KITCHEN & BATH, INC.

Yours very truly,



Raymond R. Pezza
259 Wayland Avenue
Providence, RI 02906

LUMAS, MACDONALD & HOLLAND

ATTORNEYS AT LAW

139 MAIN STREET

EAST GREENWICH, RHODE ISLAND 02818

DAVID W. DUMAS

LINDA S. MACDONALD

MARYBETH HOLLAND

PHONE 401-885-7200

FAX 401-884-5722

September 10, 1990

Raymond R. Pezza, Esq.
259 Wayland Avenue
Providence, RI 02906

re: R.I. Kitchen Supply, Incorporated

Dear Mr. Pezza:

Mr. Leo St. Onge tells me that he has spoken with you about the corporation which he and his son intend to form by the name of


R.I. KITCHEN & BATH, INC.

and that you have no objection to their use of that name.

I will be grateful if you would sign and return the enclosed letter which the Secretary of State will require.

Please let me know if you have any questions.

Sincerely,



David W. Dumas

DWD/ljg
Enclosure

SIXTH:

A. Actions by the shareholders pursuant to Sections 7-1.1-30.3 (a) through (f) inclusive, of the General Laws of Rhode Island, 1956, as amended, are hereby authorized.

B. The capital stock of this corporation shall be issued, held, owned and transferred subject to the following terms, conditions and options: (1) Any holder of stock desiring to sell, transfer or otherwise dispose of any of such stock may not sell, transfer or otherwise dispose of the same without first offering to sell the same to this corporation, and if this corporation does not elect to buy the stock so offered, then without, secondly, offering to sell the same to the other stockholders. (2) Offers to sell shall be in writing and shall state the number of shares to be sold and the price at which the holder is willing to sell and the name and address of the proposed transferee if sale or transfer to some particular person is desired. (3) No offer to sell to the other stockholders shall be considered validly given until this corporation has notified the holder of its election to purchase or not to purchase the stock so offered for sale or until the expiration of thirty (30) days after receipt of such offer by this corporation, whichever first occurs. (4) Notice by this corporation or any stockholder of the election to purchase the stock so offered must be given within thirty (30) days after the receipt of the offer to sell, and such notice must specify a date and time within thirty (30) days after the date of such notice and the place where such holder should deliver the stock, duly endorsed for transfer, and receive payment therefor. (5) If more than one of the other stockholders elect to purchase the shares offered for sale, those who so elect to purchase shall purchase and receive a pro-rata proportion of the stock offered for sale based on their respective holdings at the time such offer was made. (6) If the offers are made to this corporation and other stockholders as aforesaid and are not accepted, then the holder desiring to dispose of such stock may, during the twenty (20) days following expiration of said thirty (30) day period of the offer to the other stockholders, sell and transfer all, but not less than all, of the stock so offered for sale, but only at a price equal to or more than the price stated in said offers. Any transfer after expiration of said twenty (20) day period may take place only after again complying with the foregoing provisions hereof. (7) This corporation shall not declare or pay a dividend on any stock retained by any stockholder after tender of the value thereof, as provided above, and such person shall not have the right to a vote nor enjoy any of the privileges of a stockholder. (8) A pledge or hypothecation of stock shall not be deemed a sale, but no transfer of stock pledged or hypothecated shall be made by this corporation on its books unless and until a foreclosure thereof, and then such transfer shall be subject to the foregoing provisions.

The foregoing provisions shall not be applicable to transfer by a holder to the trustee of a revocable intervivos trust as to which the holder is settlor and sole beneficiary during his lifetime, nor to any transfer by the trustee of such trust occasioned by the death of such holder, nor to any transfer on the death of the holder by will or intestate succession; provided, however, that any transfer by any transferee who shall acquire stock pursuant to any such exempt transfer shall be subject to said foregoing provisions. Except as to any transferee who shall acquire stock pursuant to any such exempt transfer, this corporation shall have the right to refuse to any person who shall acquire any stock otherwise than by issue or sale by this corporation or by transfer under the foregoing provisions the right to a vote or the right to enjoy any privilege of a stockholder, and shall have the right to refuse to declare or pay any dividend on any stock so transferred.

The foregoing provisions of Article Sixth (b) hereof may be waived by the unanimous vote of the stockholders.