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ID Number: 151144

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

OCT 14 2005

By ME

79589

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Clark's Christmas Tree Farm, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 1,000 No Par Value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 122 Touro Street

(Street Address, not P.O. Box)

Newport

(City/Town)

RI02840

(Zip Code)

and the name of its initial registered agent

at such address is Michael W. Miller, Esq.

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

SEE APPENDIX A

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|------------------------------------|
| Catherine Watne | 4191 Main Road, Tiverton, RI 02878 |
| Eric Watne | 4191 Main Road, Tiverton, RI 02878 |

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: OCTOBER 14, 2005

Catherine Watne
ERIC R. Watne

Signature of each Incorporator

APPENDIX A

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the remaining common shareholders, in the manner following:

He shall notify remaining stockholders of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The remaining shareholders shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the remaining shareholders shall have thirty days within to purchase the same at such valuation in proportion to the number of shares of which he is the owner. If any shareholder fails to purchase all the shares to which he is entitled, the remaining shareholders may purchase the non-purchased shares pro rata. If at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if said action is taken pursuant to Section 7-1.2-707, Rhode Island General Laws, as amended, and according to all directives therein contained.

The business of the corporation shall be managed by the shareholders.