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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 Capital City Financial Corporation

(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:
See Attachment "A"

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) if only one class Total number of shares 1,000 (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)

There will be only one class of voting stock 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:

See Attachment "B"

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By [Signature]

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

Not Applicable

7. The address of the initial registered office of the corporation is 2377 Pawtucket Avenue
East Providence, RI 02914 and the name of its initial registered agent
at such address is Johnathon D. Biris

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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Johnathon D. Biris</u>	<u>1 Overlook Dr. Bristol, RI 02809</u>
<u>Vice President</u>	<u>Johnathon D. Biris</u>	<u>1 Overlook Dr. Bristol, RI 02809</u>
<u>Treasurer</u>	<u>Johnathon D. Biris</u>	<u>1 Overlook Dr. Bristol, RI 02809</u>
<u>Secretary</u>	<u>Johnathon D. Biris</u>	<u>1 Overlook Drive Bristol, RI 02809</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Johnathon D. Biris</u>	<u>1 Overlook Dr. Bristol, RI 02809</u>

10. Date when corporate existence is to begin September 16th, 2002
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: August 26, 2002

[Signature]
Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Woonsocket, on this 26th day of August, 2002, personally appeared before me Johnathon D. Biris, 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

[Signature]
Notary Public
My Commission Expires: 12/11/04

Articles of Incorporation

Attachment "A"

Question Number 3

To engage in the business of the accumulation and lending the capital of the company and any capital as it may from time to time lawfully acquire from various borrowers upon such personal security or personal property as may be agreed upon between the corporation and borrowers, and by re-lending in like manner the funds arising from such loans when paid; but the corporation shall not have banking or discounting privileges.

To buy, sell, exchange, lease, let, grant, or take licenses in respect to, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as a loan broker, and generally do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

To buy, sell, hold, lease, own, encumber, pledge, issue, and deal in all real estate, personal property, mortgages, leases, securities in its own and other corporations, franchises, trademarks, copyrights, patents, and licenses.

To do all things and undertake all acts designed to increase the profits of the corporation or its value or as otherwise allowed as a business corporation under Chapter 7-1.1 of the General Laws, 1956 as amended.

The corporation shall have the power to guarantee the obligation of any other corporation or any other person or company in which this corporation or any other person or company is interested, directly or indirectly, or with which this corporation does business except, however, this corporation shall not carry on as a banking business.

In addition to the above powers, and in addition to all statutory powers granted to business corporations under Chapter 7-1.1 of the General Laws, 1956 as amended, to carry on the business activities stated under the previous paragraphs as well as every kind of business or activity not prohibited by law to the same extent and with all rights, powers, and privileges as natural persons might or could have, without exception, and to exercise all the powers conferred upon business corporations organized under the laws of the State of Rhode Island.

To pursue or otherwise own and deal in mortgages and deal in real and personal property and to act as an agent for mortgage in real estate.

This corporation may be a partner in any business enterprise, which said corporation would have power to conduct itself.

In compliance with the United States of America Internal Revenue Code, this corporation qualifies and hereby declares a "S Corporation" status.

Articles of Incorporation

Attachment "B"

Question Number 5

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owed by him/her or them, shall first offer it to the corporation through the Board of Directors, in the following manner:

He/she shall notify the directors of his/her desire to sell or transfer by notice in writing, which notice shall contain the price at which he/she is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him/her in writing the 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. 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 arbitrators shall have thirty days within which to purchase the same at such valuation but 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.