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ID Number: 119453



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

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:

1. The name of the corporation is SADA Water Transportation, Inc. *sk*

(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:

- A. To operate a water delivery business.
- B. To provide irrigation systems and services to residential, commercial and industrial customers.
- C. To provide water storage equipment and services to the general public.

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

(a) *If only one class:* Total number of shares 8,000 (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.):

No 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 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:

Transfer restrictions apply. See Continuation Sheets 5A & 5B

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By [Signature]
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See Continuation Sheets 6A, 6B and 6C.

7. The address of the initial registered office of the corporation is 12 Pocasset Avenue

(Street)

Tiverton, RI 02878

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

Stephen W. Amaral

8. The number of directors constituting the initial board of directors of the corporation is two 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	Stephen W. Amaral	12 Pocasset Avenue, Tiverton, RI 02878
Treasurer	Donna L. Amaral	12 Pocasset Avenue, Tiverton, RI 02878
Clerk	Donna L. Amaral	12 Pocasset Avenue, Tiverton, RI 02878

9. The name and address of each incorporator is:

Name	Address
Stephen W. Amaral	12 Pocasset Avenue, Tiverton, RI 02878
Donna L. Amaral	12 Pocasset Avenue, Tiverton, RI 02878

10. Date when corporate existence to begin: July 20, 2001
(not more than 30 days after filing of these articles of incorporation)

Dated JULY 14, ~~18~~ 2001

Stephen W Amaral
Donna L Amaral

Signature of each Incorporator

STATE OF MASSACHUSETTS
COUNTY OF BRISTOL

In Fall River, on this 14TH day of July, ~~18~~ 2001, personally appeared before me Stephen W. Amaral and Donna L. Amaral

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.

Sonia M. Ganner
Notary Public Sonia M. Ganner
My Commission Expires: 01/24/2003

CONTINUATION SHEET 5-A

1. Any holder of common stock of the corporation who desires to sell or transfer any shares of that stock shall first offer to sell the shares to the Corporation or its nominee in accordance with these restrictions. Any executor, administrator, trustee in bankruptcy, assignee in insolvency, receiver, or any other person who shall become the holder of any shares of that stock otherwise than by issue or sale by the Corporation or by transfer in accordance with these restrictions shall first offer to sell them to the Corporation or its nominee in accordance with these restrictions. If the directors of the Corporation decide to enforce these restrictions as to all or any part of the shares thus offered or acquired, they shall, within sixty days after receipt of such offer, or at any time if the holder fails to make the offer, mail to the holder notice of their decision.
2. If the value of the shares is not agreed upon by the holder and the directors, each shall within ten days after the mailing of notice of the disagreement by the directors, appoint one appraiser. If these two appraisers shall not agree on the value of the shares, then they shall forthwith appoint a third. Within ten days from the appointment of the third appraiser, the value shall be fixed by at least two of the appraisers and that valuation shall bind both parties. The appraisers shall give immediate notice of their valuation to the holder and to the Corporation.
3. For a period of ten days after the mailing of notice of valuation by the appraisers, or after the agreement, if any, as to value, the Corporation shall have an option to have all or any part of the shares conveyed at the value determined, without interest, to any nominee or nominees of the directors, and any nominee may be a stockholder, director, officer or employee of the Corporation, the Corporation itself, or any other person or organization.
4. If the option is exercised, payment for shares to be conveyed may be made by the deposit of the purchase price in any commercial bank under an arrangement by which the stockholder will receive the price upon surrender of the certificate or certificates for the shares properly endorsed, and notice of this deposit shall be mailed to the stockholder. After deposit of the purchase price, the Corporation shall not pay any dividend to the former holder of the shares or permit him to exercise any of the privileges of a stockholder, but may so far as permitted by law treat the depositor of the purchase price as the owner of the shares. The Corporation shall have the right to refuse to any person who shall acquire any shares otherwise than by issue or sale by the Corporation or by transfer in accordance with these restrictions, the right to vote, receive dividends or enjoy any privilege of a stockholder.
5. In the event of the death of a shareholder holding one-hundred percent of the shares of the Corporation, his/her heirs will inherit said shares, subject to the laws of inheritance of the State of Rhode Island.
6. A pledge or hypothecation of shares shall not be deemed a sale, but no transfer of shares pledged or hypothecated shall be made by the Corporation on its books (except to the extent required by General Laws), unless the pledge or hypothecation is foreclosed, and then the transfer shall be subject to these restrictions.

CONTINUATION SHEET 5-B

7. If (a) the Directors shall vote not to enforce these restrictions, or (b) they fail to mail notice of their decision to enforce these restrictions within the sixty-day period herein provided for, or (c) the Corporation shall fail to exercise its option as herein provided, the holder may either retain all or any part of the shares offered or which should have been offered, with all rights thereto appertaining, or transfer the same to any person or organization within six months from that vote or from the expiration of the ten-day period applicable.

8. All offers and notices shall be sent by registered mail post-paid to the Corporation at its principal place of business or to the holder of stock at his last known address or at the address appearing on the books of the Corporation.

CONTINUATION SHEET 6-A

1. The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.
2. Meetings of the stockholders may be held anywhere in the United States.
3. No stockholder shall have any right to examine any property or any books, accounts or other writings of the Corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the Corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interest of the Corporation shall be prima facie evidence that such examination would be adverse to the interests of the Corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.
4. The directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be paid in surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.
5. The purchase or other acquisition or retention by the Corporation of shares of its own capital shall not be deemed a reduction of its capital stock. Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the Corporation, except as and to the extent that the stockholders shall so have provided at the time of authorizing such reduction.
6. Each director and officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the Corporation, reports made to the Corporation by any of its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors, or upon other records of the Corporation.
7. The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this Corporation individually, or any individual having any interest in any concern which is a stockholder of this Corporation, or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this Corporation, and
 - (a) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

CONTINUATION SHEET 6-B

- (b) no such director, officer, stockholder or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction or act; and
- (c) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any contract, transaction or act in which any director or officer of this Corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of this Corporation, or in which any director or officer is so interested as holder, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of this Corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this Corporation; and

the phrase "subsidiary" or "affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons are elected or appointed by the directors of this Corporation or are constituted of the directors or officers of this Corporation.

To the extent permitted by law, the authorizing or ratifying vote of a majority in interest of each class of the capital stock of this Corporation outstanding and entitled to vote for directors at an annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of this Corporation, or of the board of directors or any committee thereof, with regard to all stockholders of this Corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under this Corporation;

provided, however, that with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or stockholders of this Corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or stockholder therein shall be summarized in the notice of any such annual or

CONTINUATION SHEET 6-C

special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;

provided, also, that stockholders so interested may vote at any such meeting; and

provided, further, that any failure of the stockholders to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this Corporation, its directors, officers, or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph which would be valid but for those provisions.