

**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 STEDMAN & CIAMPANELLI PLUMBING & HEATING CO., 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:

Plumbing and heating and all 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 600, no par

(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:

N/A

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

SEE ATTACHED SHEET

SEVENTH. The address of the initial registered office of the corporation is  
148 Main Street, Wakefield, RI 02879 (add Zip Code)  
and the name of its initial registered agent at such address is:  
RODERICK A.J. CAVANAGH, ESQ.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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.)

<i>Name</i>	<i>Address</i>
William Stedman	9 Lady Slipper Lane, Charlestown, RI 02813
Amy Stedman	9 Lady Slipper Lane, Charlestown, RI 02813
Raymond Ciampanelli	534 Curtis Corner Rd., Wakefield, RI 02879

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Amy Stedman	9 Lady Slipper Lane, Charlestown, RI 02813

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

July 1, 1993

Dated July 1, 1993, 19 93

Amy Stedman

STATE OF RHODE ISLAND } In the <sup>City</sup>~~zxxz~~ } of South Kingstown  
COUNTY OF WASHINGTON } Town }

in said county this 1st day of July, A.D. 1993  
then personally appeared before me Amy Stedman

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.

*Jean B. McIsaac*  
Notary Public  
*Notary Public*

*JB #9*  
*102332*

RECORDED & FILED JUL 2 1993

RECEIVED  
SECRETARY OF STATE  
JUL 2 2 40 PM '93

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

SIXTH: RESTRICTION ON TRANSFER OF STOCK. In the event that any stockholder or the respective heirs, administrators, executors or successors of any stockholder shall desire to sell, assign, transfer or otherwise dispose of the whole or any portion of stock of this corporation, such person or persons, shall communicate that fact, in writing, to the corporation which shall within twenty (20) days of the receipt of said communication notify such person or persons, whether it elects to purchase said stock, the corporation to the right to nominate or designate the person or corporation to acquire title to said stock; in the event that the corporation elects to purchase said stock, but the purchase price cannot be agreed upon within twenty(20) days of the notification by the corporation of its election to purchase, such person or persons, shall select one disinterested and impartial person to act as arbitrator and the corporation shall do likewise and the two so chosen shall select a third and the third so chosen shall promptly determine the fair value of said stock and the price to be paid therefor. 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 the parties. Full payment for stock to be made within twenty(20) days of the agreement as to the purchase price, or in the event of arbitration within twenty(20) days of the decision of the arbitrator or arbitrators in the event aforesaid, otherwise said person or persons, shall be at liberty to sell said stock irrespective of these conditions, but not otherwise, or thereafter without again complying with the provisions of this paragraph. A sale, assignment, transfer or other disposition by virtue of law or otherwise of many shares of stock, of this corporation in connection with or by reason of a pledge or other encumbrance, is intended to be included in this restriction on transfer of stock.

In all matters and procedure under this section, stockholders, or the respective heirs, administrators, executors or successors of any stockholder desiring to sell, assign, transfer or otherwise dispose of said stock shall not vote on the question of the purchase of said stock by the corporation and said stock shall be considered as not issued or outstanding for the purpose of determining whether or not a quorum is present at the voting on the question, or for the purpose of determining the adoption or rejection of a resolution in accordance with the provisions of the By-Laws of the corporation. In the event that the corporation elects not to purchase said stock from any stockholder or the respective heirs, administrators, executors or successors of any stockholder desiring to sell, transfer, assign, or otherwise dispose of said stock, then the other stockholders of the corporation entitled to vote and be counted in respect to said resolutions, shall have the right to purchase said stock on the terms and conditions of this provision regarding restriction on transfer of stock available to the corporation, in the proportion which the shares of stock owned by each of the stockholders participation in the purchase bears to the total number of shares of stock owned by all of the stockholders participating in the purchase.