

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

Corporate ID 04-2867314

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

M. M. C., Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is

M. M. C., Inc.

SECOND: The name which it elects to use in Rhode Island is

M. M. C., Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is 11/1/84 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 19 Alpha Road, Chelmsford, MA 01824

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3A, 101 Dyer Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in all aspects of appraisal and evaluation work and all types of data processing activities and to engage in all types of services related to real or personal property.

**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Raymond A. Carye	Director	Cherry Valley Rd., Gilford, NH 03301
Edward F. Carye	Director	18 Kilburn Rd., Belmont, MA 02178
Barbara F. Carye	Director	Cherry Valley Rd., Gilford, NH 03301
Thomas J. Lonergan	President	16 Old Mill Rd., Concord, MA 01742
	Vice President	
Edward F. Carye	Secretary	18 Kilburn Rd., Belmont, MA 02178
Raymond A. Carye	Treasurer	Cherry Valley Rd., Gilford, NH 03301

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
4,000,000	Common		.01 par value

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
840,000	Common		.01 par value

**ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 24,000**

**TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ UNKNOWN**

**THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000**

**FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ UNKNOWN**

**FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.**

Dated December 14, 1988 M.M.C., Inc. (formerly American Municipal Systems,  
[Exact Corporate Name of Corporation Making Application] Inc.)

By Thomas Lonergan  
Its President  
and Edward Carye  
Its Secretary

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF MIDDLESEX

} Sc. ✓

At Chelmsford in said County on the 14th day  
of December 1988, before me personally appeared Thomas Lonergan  
and Edward Carye, who being by me first duly sworn, declared that  
they are the President & Secretary of M.M.C., Inc.,  
that they signed the foregoing document as such President & Secretary of the  
corporation, and that the statements therein contained are true.

Lorraine C. Hall  
Notary Public

(NOTARIAL SEAL)

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RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
Dec 29 9 18 AM '88

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## The Commonwealth of Massachusetts

FEDERAL IDENTIFICATION

MICHAEL JOSEPH CONNOLLY

NO. 04-2867314

Secretary of State

ONE ASHBURTON PLACE

FEDERAL IDENTIFICATION

BOSTON, MASS. 02108

NO. 04-2566082

## ARTICLES OF CONSOLIDATION-MERGER\*

PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 78

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.  
Make checks payable to the Commonwealth of Massachusetts.

. . . .

## CONSOLIDATION-MERGER\* OF

M M. H. C., Inc.  
(a Massachusetts corporation)  
S American Municipal Systems, Inc. c/y28  
(a Massachusetts corporation)

the constituent corporation:

into

American Municipal Systems, Inc.

- new corporation\* one of the constituent corporations\*.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of consolidation\* merger\* has been duly adopted in compliance with the requirements of subsections (b) and (c) of General Laws, Chapter 156B, Section 78, and will be kept as provided by subsection (d) thereof. The resulting\* surviving\* corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the consolidation\* merger\* determined pursuant to the agreement referred to in paragraph 1 shall be November 15, 1967 or upon the filing of these Articles of Merger.

## 3. (For a merger)

\*\* The following amendments to the articles of organization of the SURVIVING corporation have been effected pursuant to the agreement of merger referred to in paragraph 1:

1. Article 1: The name by which the corporation shall be known is:  
M. H. C., Inc.

2. Article 2 is amended to read as follows:

The purpose for which the corporation is formed is as follows:

(See Continuation Sheet 3A)

\*Delete the inapplicable words

\*\* If there are no provisions state "NONE"

NOTE: If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

Examiner