

**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 Roofing Unlimited, 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:

Roofing, general carpentry, and any other lawful business or activity for which a corporation may be organized under the General Corporation Laws of Rhode Island, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Rhode Island General Laws.

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 ..... 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.)

Common; 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 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:

No stockholder shall sell his stock or any portion thereof without first offering the same to the corporation at the lowest price at which he is willing to sell; and such right shall be exercised or declined by the corporation (as provided in its By-Laws) within the period of thirty (30) days after the receipt of the notice in writing of said offer.

No change shall be made in the Articles of Association by which this corporation was incorporated or in any amendment thereto unless the unanimous vote of all the holders of shares of common stock issued and outstanding concur therein; and this provision shall be and remain in full force and effect at all times.

Any future increase of common stock shall first be offered pro rata to the common stock holders in relation to their then present holdings.

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

To guarantee any bonds, securities or evidence of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interest; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

To guarantee in any way permitted by law the performance of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law, AND/OR

To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

SEVENTH. The address of the initial registered office of the corporation is  
451 Broadway, Providence, Rhode Island, 02909 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Vincent A. Indeglia

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (1) 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.)

Name	Address
Richard A. Doyon	P.O. Box 98, Ashaway, RI 02804

NINTH. The name and address of each incorporator is:

Name	Address
Richard A. Doyon	P.O. Box 98, Ashaway, RI 02804

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

Immediately

Dated December 13, 1989

  
Richard A. Doyon

STATE OF RHODE ISLAND

COUNTY OF Washington } In the ~~City~~ Town of South Kingstown  
in said county this 14th day of December, A.D. 1989  
then personally appeared before me Richard A. Dayon

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.

Paula C. Gallagher, Notary Public  
Notary Public

0192

JAN 11 1990

NOTARY PUBLIC

15885

JAN 11 9 13 AM '90

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.