

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

69056

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 _____
ALFRED E. GUTMAN CORP. 

(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:

To engage in the business of buying or otherwise acquiring, owning, holding, and selling or otherwise disposing of oil and gas royalties, oil and gas acreage, developed and undeveloped, and casinghead gas and gasoline rights and royalties, with all powers necessary or incident thereto; to acquire by purchase or lease or otherwise lands for the purpose of prospecting for, and obtaining oil, gas, salt, sulphur or other minerals; to engage in a general oil or mineral brokerage business; to carry on such other business pertaining to oil, gas, salt, sulphur or other minerals as may be found necessary or desirable.

In addition, the corporation shall have all the powers and enjoy all the privileges granted to corporations organized under the General Laws of Rhode Island

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 ... 8,000 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:

There shall be no pre-emptive rights to acquire stock.

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

See Exhibit "A" attached hereto and made a part hereof.

SEVENTH. The address of the initial registered office of the corporation is
15 Upton Avenue, Providence, Rhode Island 02906 (add Zip Code)
and the name of its initial registered agent at such address is:
Joshua Gutman

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.)

Name	Address
Joshua D. Gutman	15 Upton Avenue Providence, Rhode Island 02906
Judith G. Mannis	5061 Keane Drive, Carmichael California 95608
Jonathan M. Gutman	320 Claflin Avenue, Mamaroneck, New York 10543

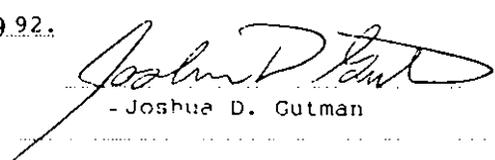
NINTH. The name and address of each incorporator is:

Name	Address
Joshua D. Gutman	15 Upton Avenue Providence, Rhode Island 02906

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

July 17, 1992

Dated June 9, 1992.


- Joshua D. Gutman

~~STATE OF RHODE ISLAND~~

COUNTY OF PROVIDENCE } In the City of PROVIDENCE, RI
Town }

in said county this 9th day of JUNE, A.D. 19 92

then personally appeared before me

JOSHUA D. Gutman

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.

Larry B. Parnes
Notary Public

Rec'd & Filed JUL 17 1992

RECORDED
JUL 17 3 01 PM '92

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EXHIBIT "A"
ARTICLES OF INCORPORATION

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is further provided:

1. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, as amended, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

2. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, as amended, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

3. Transfer Restrictions.

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

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he 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 in writing 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, and 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 directors shall have thirty days within which to purchase the stock 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 stock 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.

