



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

FILED

NOV 03 2004

By KMC  
C48938

BUSINESS CORPORATION

ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)

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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 Couture Design Associates, Inc.

(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:  
To engage in design services related to residential, commercial  
and historic properties and any other lawful activity or business  
permitted under the laws of the State of Rhode Island.

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 the par value of such shares or a statement that all of such shares are to be without par value.): \$1.00 per share

*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, 1956, as amended, 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:  
None

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit A attached hereto and made a part hereof.

7. The address of the initial registered office of the corporation is 12 Arnold Street

(Street Address, not P.O. Box)

Providence, RI 02906

(City/Town) (Zip Code)

and the name of its initial registered agent

at such address is Jon-Paul Couture  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is None 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>PRESIDENT</u>	<u>JON-PAUL COUTURE</u>	<u>12 ARNOLD ST. PROVIDENCE, RI 02906</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John M. Kelly, Esq.</u>	<u>21 Parkside Drive, Providence, RI 02910</u>
_____	_____

10. Date when corporate existence is to begin upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: November 2, 2004

[Signature]  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 2nd day of November, 2004, personally appeared before me John M. Kelly

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.

[Signature]  
Notary Public  
My Commission Expires: 09/19/2007

Exhibit A

Duplicate Original Articles of Incorporation  
of  
Couture Design Associates, Inc.

Sixth: For the regulation of the business and the conduct of the internal affairs of the Corporation, it is provided as follows:

1. The Corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, 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.

2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of the 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.