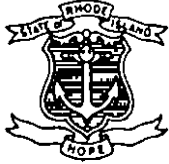


Filing Fee: \$35.00

ID Number:

156058



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

FILED
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CORPORATIONS DIV
SECRETARY OF STATE

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Pontiac Mills Condominium Association
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 govern and manage the ownership, operation and management of the property known as
Pontiac Mills Condominiums located in Warwick, Rhode Island, and to carry on such other
lawful activities for which a corporation may be formed under Title 7, Chapter 6 of the
Rhode Island General Laws (1956), as amended.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See Exhibit A, attached hereto and made a part hereof.

5. The address of the initial registered office of the corporation is 180 South Main Street
(Street Address, not P.O. Box)
Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is John M. Boehnert, Esquire
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Six (6)
(not less than three directors)
 and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Hampton Hodges</u>	<u>334 Knight Street, Unit #125, Warwick, RI 02886</u>
<u>Vicki Hodges</u>	<u>334 Knight Street, Unit #125, Warwick, RI 02886</u>
<u>Lewis M. George</u>	<u>361 Bolivar Street, Apt E Canton, MA 02021-4128</u>
<u>Florence Nelson</u>	<u>334 Knight Street, Unit #125, Warwick, RI 02886</u>
<u>John M. Boehnert, Esq.</u>	<u>180 South Main Street, Providence, RI 02903</u>
<u>Tracy C. Baran, Esq.</u>	<u>180 South Main Street, Providence, RI 02903</u>

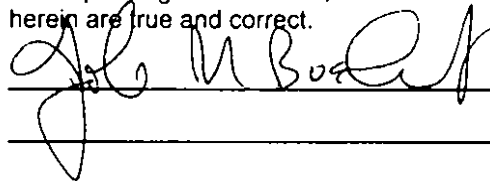
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John M. Boehnert, Esq.</u>	<u>c/o Partridge Snow & Hahn LLP</u>
	<u>180 South Main Street, Providence, RI 02903</u>

8. 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)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 19, 2006



Signature of each Incorporator

EXHIBIT A

[Pertaining to Article Fourth]

1. The Corporation is not organized for profit, and no part of the net income or profit of the Corporation shall inure to the benefit of any member, officer or director, or be distributable to any member, officer or director (except that reasonable compensation may be paid for services actually rendered to or on behalf of the Corporation). In the event of the dissolution of the Corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such dissolution the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, be used by, or distributed to, one or more organizations that would then qualify under Section 501(a) of the Internal Revenue Code, as amended (the "Code"), as may be selected by the Board of Directors.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not have the power to do any thing or take any action which would cause it to cease to qualify as a non-profit corporation exempt from taxation under the Code.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for breach of such director's or officer's duty of loyalty to the corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.