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Corp. I.D.# _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BUSINESS CORPORATION

DUPLICATE
ORIGINAL ARTICLES OF INCORPORATION

A. R. C. PROPERTY MANAGEMENT, INC.

The undersigned, acting as incorporator of a corporation under Chapter 7-1.1 of the Rhode Island General Laws, 1956, as amended, (which Chapter and references to sections thereof shall include, as the context permits, amendments thereto and future enactments in lieu thereof, and the corresponding sections of any such future enactments, and, which Chapter, as so amended or reenacted, may hereinafter sometimes be referred to as the "Act") adopts the following Articles of Incorporation for such corporation.

FIRST. The name of the corporation is A. R. C. PROPERTY MANAGEMENT, INC., a close corporation pursuant to 7-1.1-51 of the Rhode Island General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the business of management and marketing of real estate and in all aspects of the businesses of the purchase, sale, ownership, development, management, marketing, leasing and rental of real estate, whether as principal, agent, broker, manager, partner, joint venturer, or otherwise, and generally to do anything and everything necessary and proper, to the extent permitted by law, in connection with the conduct of such businesses.

To engage in any lawful business, act or activity for which corporations may be incorporated under the Act.

The corporation shall have all powers authorized under the Act, including, without being limited to those set forth in Sections 7-1.1-4, 7-1.1-4.1 and 7-1.1-4.2 of the Act, to the fullest extent permitted by law.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand (20,000) shares common stock, par value, One Dollar (\$1.00) per share.

FIFTH. Provisions dealing with the preemptive right of shareholders pursuant to Section 7.1.1-24 of the Rhode Island General Laws, 1956, as amended:

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

No director of the corporation (which term, for purposes of this paragraph, shall include shareholders, officers or other persons exercising any or all of the powers normally vested in a board of directors, as permitted under Section 7-1.1-51 of the Act) shall be personally liable to the corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided that nothing herein contained shall be construed to eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability to the extent imposed pursuant to the provisions of Section 7-1.1-43 of the Act, or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Act). If under applicable law, now or in the future, corporate action is authorized permitting the corporation further to eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent so permitted. The corporation shall have the authority, by provisions in its bylaws or by duly authorized agreements with directors, officers, employees or agents of the corporation, to indemnify such persons from liability to the fullest extent permitted by applicable law from time to time in effect. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation existing prior to such repeal or modification.

Action by shareholders without a meeting pursuant to Section 7-1.1-30.3 of the Act, and, in particular, action by less than all of the shareholders entitled to vote as provided in subsection (b) thereof, is hereby authorized.

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Act.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

CERTIFICATE OF INCORPORATION

OF

A. R. C. PROPERTY MANAGEMENT, INC.

I, _____, Secretary of State, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of A. R. C. PROPERTY MANAGEMENT, INC., duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of
the State of Rhode Island this
_____ day of
_____, 1990.

Secretary of State

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Rec'd & Filed AUG 10 1990

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SECRETARY OF STATE
CORPORATIONS DIV.
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