

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we PETER A. ALMONTE, CARL B. LISA, and PAUL J. PISANO

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of C O Construction Co., Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of purchasing or otherwise acquiring, holding, owning, managing, leasing, financing, mortgaging, selling, improving, exchanging, developing, building, erecting, constructing, subdividing, or otherwise disposing of real property in general and personal property incidental thereto and engaging in any other lawful purpose whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that said corporation shall have power:

- (a) to have perpetual succession in its corporate name;
(b) to sue and be sued in its corporate name;
(c) to have and use a common seal, and alter the same at pleasure;
(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
(f) to make contracts, incur liabilities and borrow money;
(g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that said corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
(i) to guarantee or otherwise secure any bonds, securities or evidences of indebtedness created by or dividends on or a 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;
(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;
(k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

FOURTH. Said corporation shall be located in Warwick, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$) dollars as follows, viz:
Common stock in the amount of (\$)
dollars to be divided into () shares of
the par value of (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into () shares, of
the par value of (\$) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
Four Hundred - - - - - (400) shares
as follows, viz:— Four Hundred - - - - - (400) shares of
Common stock, without par value; and
() shares of
Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

Said shares of common stock, without par value, may be issued by the corporation from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the Board of Directors of the corporation.

SIXTH. (If not perpetual) The period of duration of said corporation shall ~~not~~
~~not~~ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH No Shareholder shall transfer, alienate or in any way dispose of any share of the corporation unless such share shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such share at a price equal to the lowest appraised ~~EXORTEX~~ value thereof, within 30 days after such offer. After the expiration of such time, the Shareholder, if the corporation shall not have exercised its option to purchase such share, shall be free to transfer, alienate or otherwise dispose of such share without any restriction whatsoever.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 9th day of January, A. D. 1968

NAME	RESIDENCE (No. Street, City or Town)
<i>Peter A. Almonte</i> PETER A. ALMONTE	<i>235 Doyle Ave. Providence R.I.</i> 235 Doyle Avenue, Providence, R. I.
<i>Carl B. Lisa</i> CARL B. LISA	<i>4 Rosewood Drive, Smithfield, R.I.</i> 4 Rosewood Drive, Smithfield, R. I.
<i>Paul J. Pisano</i> PAUL J. PISANO	<i>104 Dunedin St. Cranston, R.I.</i> 104 Dunedin Street, Cranston, R. I.

STATE OF RHODE ISLAND, }
 COUNTY OF PROVIDENCE } In the City of PROVIDENCE
 in said county this 9th day of January, A. D. 1968
 then personally appeared before me PETER A. ALMONTE, CARL B. LISA,
 and PAUL J. PISANO

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.

William F. Griffin
 Notary Public

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BUSINESS CORPORATION

ORIGINAL

ARTICLES OF ASSOCIATION OF

C O CONSTRUCTION CO., INC.

JAN 10 68 SEC. OF STATE 259 CO*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 10 1968 19

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 38424

Providence January 10, 1968

I Hereby Certify That C. O. CONSTRUCTION CO., INC.

has paid into the State Treasury a fee of

Eighty----- Dollars for Corporation.

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Defawolsky
General Treasurer