

Filing Fee: \$150.00

ID Number: 118864



# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

## BUSINESS CORPORATION

### ARTICLES OF INCORPORATION (To Be Filed In Duplicate Original)

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 Homer Way, 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 own, operate, manage and sell real property and to transact any and all other lawful business for which a corporation may be incorporated under Chapter 7.1.1 of the General Laws of Rhode Island, 1956, as amended.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 7500 (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.):

7500 shares of \$1.00 par value common stock

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.):

**FILED**

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5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Every Shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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 30 Exchange Terrace

Providence, RI 02903 (Street Address, not P.O. Box)  
(City/Town) (Zip Code) and the name of its initial registered agent  
at such address is Nicholas A. Lambros, Esq.  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 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>Director</u>	<u>Edmond Leidesdorf</u>	<u>3550 Biscayne Blvd., Suite 202, Miami FL 3313</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Nicholas A. Lambros, Esq.</u>	<u>30 Exchange Terrace, Providence, RI 02903</u>

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

Date: June 7, 2001

Nicholas A. Lambros

Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 7th day of June, 2001, personally  
appeared before me Nicholas A. Lambros, Esq.  
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.

Notary Public

My Commission Expires: 12-15-04

Exhibit A

1.     **IRC STOCK PROVISION.**     The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereof. Any such actions taken as are necessary will be taken by the appropriate officers to accomplish this compliance.

2.     **INDEMNIFICATION.**     The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

3.     **AMENDMENT.**     This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.