

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 172879

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

North Atlantic Corp.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is North Atlantic Corp.

SECOND: The name which it elects to use in Rhode Island is Namco Millwork

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is December 18, 1992 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1255B GAR Highway, Somerset, Massachusetts 02726

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

Patricia A. Canario
Signature

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See attached rider.

Rec'd & Filed JUN 4 1993
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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Peter D. Humphrey,	Director	148 Nanauaket Road, Tiverton, Rhode Island 02878
Marjorie D. Humphrey,	Director	123 Indian Point Road, Tiverton, Rhode Island 02878
Irving D. Humphrey III,	Director	123 Indian Point Road, Tiverton, Rhode Island 02878
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William K. Gilbert	President	7 Heritage Drive, Lakeville, Massachusetts 02347
I. Gary Fox	Vice President	2 Karl Road, Wakefield, Massachusetts 01880
Debra Duff	Secretary	134 Kelly Drive, Somerset, Massachusetts 02726
Irving D. Humphrey III	Treasurer	123 Indian Point Road, Tiverton, Rhode Island 02878

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100,000	A Voting	(No series)	No par value
100,000	B Non Voting	(No series)	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
600	A Voting	(No series)	No par value
2,400	B Non Voting	(No series)	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$0.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$0.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$300,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$0.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated *Jan. 26*, 19 *93*

..... North Atlantic Corp.
[Exact Corporate Name of Corporation Making Application]

By *William K. Gilbert*
Its President
and *Lebra Buff*
Its Secretary

STATE OF Massachusetts }
COUNTY OF Bristol } SC.

At Somerset in said County on the 26th day
of January 1993, before me personally appeared William, K.
Gilbert, who being by me first duly sworn, declared that
he is the President of North Atlantic Corp.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

..... *Loyal Soares*
Notary Public

(NOTARIAL SEAL)

My Commission Expires Dec. 11, 1920

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SECRET

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DIVISION OF STATE
EMBASSY

Purpose

To manufacture, buy, sell, distribute, import, export, invent, patent, construct and otherwise acquire, develop, improve and distribute windows, interior and exterior doors, moldings and door frames, specialty millwork, stairway parts, treads and sills, pre-hung doors and any and all building materials associated therewith.

To do any and every act or acts necessary or incidental to the usual conduct of such business or any parts thereof for the accomplishment of any such purposes.

To carry on any business or other activity which may be lawfully carried on by a corporation under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraphs.

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JOSEPH CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

North Atlantic Corp.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To manufacture, buy, sell, distribute, import, export, invent, patent, construct and otherwise acquire, develop, improve and distribute windows, interior and exterior doors, moldings and door frames, specialty millwork, stairway parts, treads and sills, pre-hung doors and any and all building materials associated therewith.

To do any and every act or acts necessary or incidental to the usual conduct of such business or any parts thereof for the accomplishment of any such purposes.

To carry on any business or other activity which may be lawfully carried on by a corporation under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraphs.

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Note: If the space provided under any article or item of this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper, leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.