

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST. The name of the corporation is Seaview Transportation Company, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

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

To engage in general transportation business and to transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporations Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 8000.

(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.)

All of which are of a par value of One Dollar (\$1.00) each and all of which are one class and are common shares.

or

(b) *If more than one class:* Total number of shares

(State (A) the number of the 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 title 7 of the General Laws 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.)

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

The stock of this corporation shall be issued subject to the condition that if the holder of a share, or shares, of stock of this corporation desires to sell or transfer the same, said stockholder shall first offer in writing his said stock to the corporation at its then adjusted tax value (i.e. a valuation determined on the basis of the last prior federal income tax return of the corporation adjusted to the date of the offer in accordance with accepted accounting principles), and the corporation shall have thirty (30) days after the receipt of said notice either to purchase said stock so offered or to find a stockholder of the corporation willing to purchase said stock, and upon tender by the corporation or by the purchasing stockholder of the purchase price (the said adjusted tax value of said stock) to the selling stockholder, the selling stockholder shall assign his said stock to the purchaser. In the event of the failure of the corporation either to purchase or to find a stockholder willing to purchase said stock within said period of thirty (30) days; the selling stockholder shall thereafter be free to sell or transfer said stock to any person. Nothing herein contained, however, shall limit the right of a stockholder to dispose of stock by a testamentary document, or affect the transfer of ownership of stock from a decedent stockholder to his next of kin under the provision of the statutes of descent and inheritance.

Pre-emptive rights shall exist to acquire any shares sold or issued for property or services.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

- (a) At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. No Director shall be entitled to receive notice of or a hearing with respect to his removal.
- (b) Upon the vote of its Board of Directors the corporation may from time to time distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

SEVENTH. The address of the initial registered office of the corporation is 91 Rogers Lane, Middletown, Rhode Island 02840 (add Zip Code) and the name of its initial registered agent at such address is:

Donald G. Elbert, Jr.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is One 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 §7-1.1-51 of the General Laws, 1966, as amended, state the name and address(es) of the officers of the corporation.)

Name	Address
Peter Verges	57 Woodruff Avenue, Wakefield, R.I. 02879

NINTH. The name and address of each incorporator is:

Name	Address
Peter Verges	57 Woodruff Avenue, Wakefield, R.I. 02879

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing Articles of Incorporation

Dated 22nd December 19 77
x Peter Verges

STATE OF RHODE ISLAND

COUNTY OF Providence

In the City of Providence
Town

of Providence

in said county this 22nd day of December, A. D. 1977

then personally appeared before me Peter Teigen

~~each and all~~ known to me and known by me to be the ~~parties~~^{party} executing the foregoing instrument, and ~~they~~^{he} severally acknowledged said instrument by ~~them~~^{him} subscribed to be their free act and deed.

his

Donald H. Elbert
Notary Public

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RI-3-70-4118-00

JAN 3 1978