

Filing Fee \$35.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

69480

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is... RHODE ISLAND CONSTRUCTION TRAINING ACADEMY.....

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

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

To provide entry level skills training related instruction for apprentices in the areas of carpentry, electrical and HVAC and all lawful business for which non-profit corporations may be incorporated under Chapter 7-6 of the Rhode Island General Laws, 1956 as amended.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

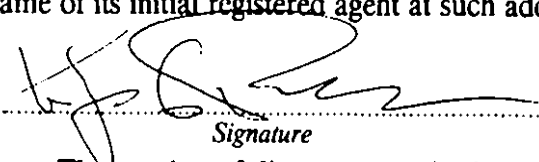
(Note 1)

EXHIBIT "A" ATTACHED

FIFTH: The address of the initial registered office of the corporation is

606 Old Colony Bank Building, 58 Weybosset St., Providence, RI 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Philip G. Parsons


Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

Terrence Regan 235 Georgia Avenue, Providence, RI 02905

Terrence Valis 60 Alhambra Road, Warwick, RI 02886

Louis Petrucci 5 Minnesota St. Warwick, RI 02888

SEVENTH: The name and address of each incorporator is:

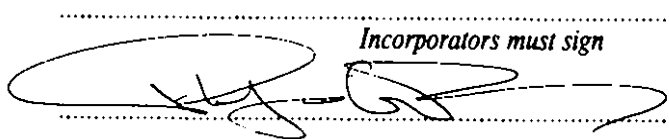
Name

Address

Philip G. Parsons 606 Old Colony Bank Bldg., 58 Weybosset St., Providence, RI 02903

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

Dated 8/25, 1992


Incorporators must sign

Philip G. Parsons

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

Rec'd & Filed AUG 25 1992

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EXHIBIT "A"

The corporation or any affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer of the corporation or any subsidiary or affiliated company thereof, from and against any and all claims and liabilities including reasonable attorney's fees to which such person shall become subject by reason of his having heretofore or hereafter been a director, officer, employee, agent of the Corporation or Trustee of employee benefit plan, acting on behalf of the corporation or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or wilful misconduct, or with respect to any matter as to which he shall have been adjudicated not to have acted in good faith in reasonable belief that his action was in the best interest of the corporation, or to the extent such matter relates to service with respect to employee benefit plan, in the best interest of the participants or beneficiaries of such plan. Any person so indemnified must repay such payment if later adjudicated to be not entitled to indemnification.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.