

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 Pleasant Acres Nursery, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1955, 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 own and operate florist, nursery and landscaping businesses; purchase or improve real property; to perform all acts necessary or convenient in connection with the stated purposes of the corporation, including without limitation, the borrowing of money; and any other lawful purpose.

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 . 1,000 shares; no par value

(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.)

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 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.)

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CORPORATION DIV.

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

See Exhibit "A".

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

None

SEVENTH. The address of the initial registered office of the corporation is 130 Franklin Street, Westerly, RI 02891 (add Zip Code) and the name of its initial registered agent at such address is: Mary T. Levcowich

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Michael V. Levcowich, President	130 Franklin St., Westerly, RI 02891
Mary T. Levcowich, Vice-President	130 Franklin St., Westerly, RI 02891
Michael V. Levcowich, Treasurer	130 Franklin St., Westerly, RI 02891
Mary T. Levcowich, Secretary	130 Franklin St., Westerly, RI 02891

NINTH. The name and address of each incorporator is:

Name	Address
Michael V. Levcowich	130 Franklin St., Westerly, RI 02891
Mary T. Levcowich	130 Franklin St., Westerly, RI 02891

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

upon the filing of these Articles of Incorporation

Dated Oct. 18, 1990

Michael V. Levcowich

Mary T. Levcowich

STATE OF RHODE ISLAND } In the ~~City~~ Town } of Westerly

in said county this 18th day of October, A.D. 1990

then personally appeared before me Michael V. Levcowich and Mary T. Levcowich

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.

[Signature]
Notary Public

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Exhibit "A" to
Articles of Incorporation for
Pleasant Acres Nursery, Inc.

FIFTH: Provisions dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1056, as amended:

All stock shall be subject to a preemptive right in favor of existing shareholders, as follows:

- (a) Existing shareholders shall have a right of first refusal with respect to any stock to be issued, sold, or transferred. This shall include voluntary or involuntary transfer for any reason.

That is, such stock must first be offered to existing shareholders under the terms and conditions pursuant to which it is to be sold or transferred, prior to sale or transfer to any person or entity not an existing shareholder.

- (b) If all existing shareholders elect to purchase the offered stock, existing shareholders may purchase that percentage of such offered stock which each existing shareholder's existing stock bears with respect to the total of all issued stock of the corporation excepting from this total that stock which is being offered for sale or transfer.

However, if less than all existing shareholders elect to purchase the offered stock, they shall each have the right to purchase that percentage of the offered stock which their amount of existing stock bears to the total amount of stock owned by shareholders participating in said purchase.

- (c) If none of the existing shareholders elect to purchase the stock offered for sale or transfer, then the offerer may offer said stock for sale, under the same terms and conditions as was offered to existing shareholders to a non-shareholder(s). Also, in this event, all existing shareholders shall document their decision not to elect to purchase such stock in writing in order to facilitate the sale of such stock to the newly proposed shareholder(s).
- (d) The offered stock shall not be sold to a non-shareholder except at terms and conditions at which it was previously offered to existing shareholders.

Any change in such terms and conditions must be resubmitted to existing shareholders prior to a sale or transfer of offered stock to a non-shareholder at changed terms and conditions.

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