

Filing Fee: \$150.00

ID Number: 117684



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

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:

1. The name of the corporation is Highland Farm, 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 engage in all facets of farming and the wholesale and retail selling of
goods and any other lawful purposes.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) If only one class: Total number of shares 1000 (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)

No 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 Chapter 7-1.1 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)

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

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

7. The address of the initial registered office of the corporation is 41 Small Pox Trail (Street)

West Kingston, RI 02892 and the name of its initial registered agent at such address is Jack Sumner
(City/Town) (Zip Code)

8. 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 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)

Title	Name	Address
	<u>Jack Sumner</u>	<u>41 Small Pox Trail, West Kingston, RI 02892</u>
	<u>Martha Bradley</u>	<u>139 Orchard Avenue, Wakefield, RI 02879</u>

9. The name and address of each incorporator is:

Name	Address
<u>Jack Sumner</u>	<u>41 Small Pox Trail, West Kingston, RI 02892</u>
<u>Martha Bradley</u>	<u>139 Orchard Avenue, Wakefield, RI 02879</u>

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

Dated 3-22, 2001

Jack A. Sumner
Martha J. Bradley
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

In Wakefield, on this 20th day of March, 15 2001 personally appeared before me Jack Sumner and Martha Bradley 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
My Commission Expires: 10-02-2001

ATTACHMENT A

No stock in the corporation now or hereafter authorized shall be issued or transferred to a person who is not already a stockholder unless the stock shall have first been offered by a writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not already a stockholder. The writing shall set forth the price and terms and shall be sent by certified mail to each stockholder at the address listed on the corporation's books. In the event that the other stockholders fail to exercise said option to purchase, then and in that case any stockholder who wishes to sell or transfer any of his or her stock must then offer such stock to the corporation on the same terms and conditions as previously offered to the other stockholders. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders and/or the corporation refuse the offer made as provided above, or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the By-laws of the corporation, or, in the absence of provision in the By-laws, by resolution of the directors.