

Filing fee: \$10.00

**STATEMENT OF INTENT TO DISSOLVE**

**NEWPORT BUILDERS' SUPPLY COMPANY, INC.**

**BY ACT OF THE CORPORATION**

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-77 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

FIRST: The name of the corporation is Newport Builders' Supply  
Company, Inc.

SECOND: The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Janet C. O'Hanley	President	404 Common St., Belmont, MA 02178
Robert S. Day	Vice President	297 Glen Rd., Portsmouth, RI 02871
John T. Sheehan, Jr.	Secretary	38 Bellevue Ave., Newport, RI 02840
Janet C. O'Hanley	Treasurer	404 Common St., Belmont, MA 02178

THIRD: The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
Willard H. Davis, Jr.	100 Westminster St., Prov., RI 02903
Robert S. Day	297 Glen Rd., Portsmouth, RI 02871
John T. Sheehan, Jr.	38 Bellevue Ave., Newport, RI 02840

FOURTH: The following resolution to dissolve the corporation was adopted by the shareholders of the corporation on November 19, 1985 :

(Insert copy of Resolution)

See Schedule A attached

FIFTH: The number of shares of the corporation outstanding at the time of such adoption was 100 ; and the number of shares entitled to vote thereon was:

<u>Class</u>	<u>Number of Shares</u>
Common	100

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SIXTH: The number of shares voted for such resolution was 100 ; and  
the number of shares voted against such resolution was -0-

SEVENTH: The number of shares of each class entitled to vote thereon as a class voted  
for and against such resolution, respectively, was:

Class	Number of Shares Voted	
	For	Against

NONE

EIGHTH: Date when Corporation is to cease to carry on its business (§7-1.1-79)  
November 22, 1985

Dated November 19, 1985 NEWPORT BUILDERS' SUPPLY COMPANY, INC.

By Robert S. Day  
Its Vice President  
and [Signature]  
Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 19th day  
of November 1985, before me personally appeared Robert S.  
Day, Vice President, who being by me first duly sworn, declared that he is the  
Vice President of NEWPORT BUILDERS' SUPPLY COMPANY, INC;  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

JOHN F. REED

My Commission Expires June 30, 1988

(NOTARIAL SEAL)

SCHEDULE A

NEWPORT BUILDERS' SUPPLY COMPANY, INC.  
SPECIAL MEETING OF SHAREHOLDERS  
PROVIDENCE, RHODE ISLAND  
NOVEMBER 19, 1985

A Special Meeting of the Shareholders of NEWPORT BUILDERS' SUPPLY COMPANY, INC., a Rhode Island corporation (hereinafter called the "Corporation"), was held at the offices of Edwards & Angell, 2700 Hospital Trust Tower, Providence, Rhode Island, commencing at 9:00 a.m. on November 19, 1985. All of the shareholders of the Corporation were present and voting throughout.

The President discussed a proposal that had been recommended by the Board of Directors for the complete liquidation and dissolution of the Corporation.

WHEREUPON, upon motion duly made and seconded, it was unanimously:

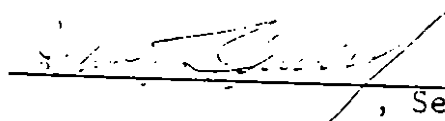
VOTE That the Corporation adopt the Plan of Complete Liquidation and Dissolution (the "Plan") attached hereto as Exhibit A for the liquidation and subsequent dissolution of the Corporation, and that the officers of the Corporation be, and each of them hereby is, authorized to execute, deliver and file such documents, to make such payments and to take such other action on behalf of the Corporation as any one of them acting singly shall deem advisable to effect the liquidation and subsequent dissolution of the Corporation contemplated by the Plan, the execution, delivery and filing by any one of them of any such document to be conclusive evidence of the authorization thereof.

VOTED: That the Corporation be dissolved as provided in the Plan and that the officers of the Corporation be and each of them hereby is authorized to file at the appropriate time with the Rhode Island Secretary of State a Statement of Intent to Dissolve and Articles of Dissolution to effect such dissolution, and to take such other action as may be necessary to comply with the provisions of Sections 7-1.1-77 through 86 of the Rhode Island Business Corporation Act, such dissolution to become effective on or before November 19, 1986; and

VOTED: That the Articles of Incorporation of the Corporation be amended to change the name of the Corporation to "Chartier Roofing Company, Inc.".

There being no further business to come before the meeting-  
it was duly adjourned.

Respectfully submitted,

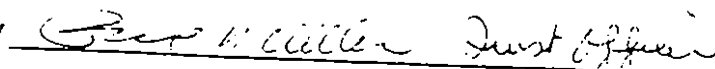
  
\_\_\_\_\_, Secretary

The undersigned shareholders hereby indicate their approval of the foregoing Minutes of Special Meeting of Shareholders.

The Louis J. Chartier Trust-1984  
Estate of Alice E. Chartier

FLEET NATIONAL BANK, Trustee  
of the Louis J. Chartier Trust-1984

By  TRUST OFFICER

By  Trust Officer

John T. Sheehan  
John T. Sheehan, Trustee of  
The Louis J. Chartier Trust-1984

Robert S. Day  
Robert S. Day, Trustee of  
The Louis J. Chartier Trust-1984

FLEET NATIONAL BANK, Executor of  
and Trustee under the will of  
Alice E. Chartier

By Wanda A. Trust Officer

By Paul W. Miller Trust Officer

Quinlan E. Shea  
Quinlan E. Shea, Executor and  
Trustee under the will of  
Alice E. Chartier

EXHIBIT A  
PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF  
NEWPORT BUILDERS' SUPPLY COMPANY, INC.

This Plan of Complete Liquidation and Dissolution (the "Plan") of NEWPORTBUILDERS' SUPPLY COMPANY, INC., a Rhode Island corporation (the "Corporation"), is intended to accomplish the complete liquidation of the Corporation through the distribution of all its assets in accordance with Section 336 of the Internal Revenue Code of 1954, as amended, and the subsequent dissolution of the Corporation in accordance with Section 7-1.1-77 of the Rhode Island Business Corporation Act as follows:

1. The Plan shall be and become effective upon the approval and adoption thereof by the affirmative vote of the holders of a majority of the outstanding shares of the Corporation entitled to vote.

2. After approval and adoption of the Plan by the stockholders, the corporation shall sell such of its assets as are not to be distributed in kind, pay or make provisions for the payment of all of its obligations and thereafter distribute the remaining assets in cash or in kind pro rata to the stockholders in complete liquidation of the Corporation in one or more distributions as the Board of Directors shall

determine, which distributions shall be in complete cancellation and redemption of all of the outstanding shares of the capital stock of the Corporation and shall be made within the 12-month period beginning on the date of the adoption of the Plan by the stockholders.

3. On completion of the distribution of assets, the Corporation shall cease doing business and shall be dissolved pursuant to the provisions of Section 7-1.1-77 of the Rhode Island Business Corporation Act as of such date within such 12-month period as the Board of Directors shall determine.

4. Notwithstanding the fact that the Plan has been approved and adopted by the stockholders, the Board of Directors is authorized without further action by the stockholders to abandon the Plan and direct that no further steps be taken in implementing the Plan if for any reason the liquidation and dissolution of the Corporation cannot be accomplished within such 12-month period.