

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. #

87385

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 COMTOIS FLOORING SERVICE, 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:

sale and installation & flooring material, and all other lawful business for which a corporation can be organized pursuant to R.I.G.L. title 7 Chapter 1.1, and it is to have all powers available to such corporations as provided for in such law.

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By [Signature]

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

(a) *If only one class:* Total number of shares One (1,000) Thousand,

(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 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:

none

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

See the attached Article Sixth

SEVENTH. The address of the initial registered office of the corporation is 256 Central Street, Manville, Rhode Island 02838 (add Zip Code)

and the name of its initial registered agent at such address is: Paul Comtois

Paul Comtois
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 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 §7-11-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Table with 2 columns: Name, Address. Rows include President: Paul Comtois, Vice Pres.: Pauline Comtois, Treasurer: Paul Comtois, Secretary: Pauline Comtois, all with address 256 Central St, Manville, RI 02838.

NINTH. The name and address of each incorporator is:

Table with 2 columns: Name, Address. Row: Paul Comtois, 256 Central Street, Manville, RI 02838.

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

January 1, 1996

Dated December 21, 19 95

Paul Comtois
Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF

} In the <sup>City</sup> Town

} of Lincoln

in said county this 21<sup>st</sup> day of December, A.D. 1995

then personally appeared before me Paul Comtois

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.

*Paul A Bruce*  
Notary Public

PAUL A. BRUCE

## ARTICLE SIXTH

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of their intention to sell or dispose of stock. The notice shall contain the price and terms at which the shareholder is willing to dispose of the stock, and the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any vote or election called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of their stock, and such purchase price shall be payable in cash or by certified or bank check within (60) days of the exercise of the option.

2. ~~If all the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions in Section 1 of this Article Sixth, then all restrictions imposed on the transfer of such stock by this agreement shall forthwith terminate, provided, however, that if the offering shareholder does not dispose of his or its stock in accordance with the notice given to the corporation within six (6) months after the shareholders' meeting held to consider the shareholder's offer, the offering shareholder must again comply with the provisions of this Article Sixth.~~

3. If all the stock of the offering shareholder is not purchased by the corporation or other shareholders or by both in accordance with the provisions in Sections 1 and 2 of this Article Sixth, then all restrictions imposed on the transfer of such stock by this agreement shall forthwith terminate, provided, however, that if the offering shareholder does not dispose of their stock in accordance with the notice given to the corporation and shareholders within six (6) months after the shareholders' meeting held to consider the shareholder's offer, the offering shareholder must comply with the provisions of this Article Sixth.