

# 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

Charles Coelho Funeral Home, Inc.

(A close corporation pursuant to §7-1.1-61 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

To engage in undertaking, embalming, and directing of funerals, the building and maintenance of a funeral chapel, and the dealing in and selling of coffins and caskets, and all such property, goods, wares, and merchandise as are incidental to and used in the business of undertakers and morticians, and also the buying, owning, holding, selling, letting, leasing, and dealing in and with real and personal property of every kind and nature upon which or in connection with which the business of undertakers and morticians may be conducted, and also the owning and operating of motor vehicles and such other modes or vehicles of conveyance for hire, which motor vehicles or other conveyances now are or may be used in the ordinary course of the business of undertaking, embalming, and funeral directing; and the doing of any and all acts incidental thereto; and any other lawful purposes.

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 300.

(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 common.

or

~~(b) *If more than one class:* Total number of shares \_\_\_\_\_~~

~~(State (A) the number of the 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, 1966, as amended:

In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder, shall desire to sell or transfer the whole or any portion of his stock of this corporation, such stockholder or the respective heirs, administrators, executors, successors, or assigns of said stockholder shall communicate that fact in writing to the corporation which shall within twenty days of the receipt of said communication notify said stockholder whether it elects to purchase said stock, the corporation to have the right to nominate or designate the person or corporation to acquire title to said stock. In the event that the corporation elects to purchase said stock, but the purchase price cannot be agreed upon within twenty days of the notification by the corporation of its election to purchase, each of the parties shall select a disinterested and impartial person to act as arbitrator and the two so chosen shall select a third, and the three so chosen shall determine the price to be paid. The decision of the majority of the arbitrators shall be final and binding upon the parties. In the event that one party fails to select an arbitrator, the arbitrator chosen by the other party shall proceed alone to determine the price to be paid and his decision shall be binding upon the parties. Full payment for stock to be made within twenty days of the agreement as to purchase price or in the event of arbitration within twenty days of the decision of the arbitrators, or arbitrator in the event aforesaid, otherwise said stockholder shall be at liberty to sell or transfer said stock irrespective of these conditions, but not otherwise or thereafter without again complying with the provision of this paragraph. A sale by virtue of a pledge or other incumbrance is intended to be included in the prohibition of this paragraph.

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

The capital stock of the corporation may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the Board of Directors of the corporation.

SEVENTH. The address of the initial registered office of the corporation is  
151 Cross Street, Central Falls, R.I. 02863 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Charles Coelho

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Charles Coelho Pres.	151 Cross St. Central Falls, R.I.
Charles Coelho V-Pres.	
Charles Coelho Secretary	
Charles Coelho Treasurer	

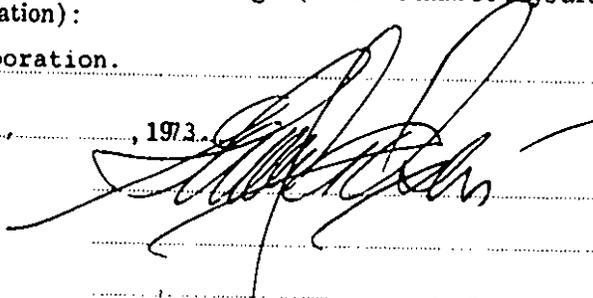
NINTH. The name and address of each incorporator is:

Name	Address
Gerald A. Oster	936 Smithfield Ave. Lincoln, R.I. 02865

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

Date of incorporation.

Dated March 1, 1973.



STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } In the <sup>XBM</sup> Town } of Lincoln.....

in said county this 1st day of March, A.D. 19 73,  
then personally appeared before me Gerald A. Oster,

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.

*Rose C. Lepore*  
Notary Public

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