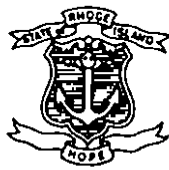


Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 126084



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

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Fred Williams, Inc. *OK*
2. It is incorporated under the laws of Massachusetts
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is November 5, 1936 and the period of its duration is until dissolved
5. The address of its principal office in the state or country under the laws of which it is incorporated is 20 Scanlon Drive - Randolph, MA 02368
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)  
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Installation, repair and maintenance of HVAC equipment and systems.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>James H. Williams, Jr.</u>	<u>11 Gilson Rd., Scituate, MA 02066</u>
Director	<u>Robert Goeldner</u>	<u>1 Monarch Place, Suite #1230, Springfield, MA 01144</u>
President	<u>James H. Williams, Jr.</u>	<u>11 Gilson Rd., Scituate, MA 02066</u>
Vice President	<u>Raymond V. Binder</u>	<u>7 Regan Rd., Walpole, MA 02081</u>
Treasurer	<u>Thomas R. Welch, Jr.</u>	<u>69 Pine Plain Rd., Wellesley, MA 02481</u>
Secretary	<u>Evelyn R. McGrath</u>	<u>54 Heath Street, Somerville, MA 02145</u>

**FILED**  
JUL 24 2002

By DMF D.,  
088100

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1300	Common		\$100.00 per share

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1168	Common		\$100.00 per share

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 180,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 40,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 50,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .125 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: July 9, 2002

Fred Williams, Inc.

Print Exact Name of Corporation Making Application

By James H. Williams, Jr.  
☒ President or ☐ Vice President (check one)

By Evelyn R. McGrath  
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Massachusetts  
COUNTY OF Norfolk

In Randolph, on this 9th day of July, 2002, personally appeared before me James H. Williams, Jr. who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Evelyn R. McGrath  
Notary Public

My Commission Expires: 3/28/03

The Commonwealth of Massachusetts  
Department of Corporations and Taxation

HENRY F. LONG, Commissioner

234 State House, Boston

We, Fred Williams  
Florence M. Williams  
Minnie Yanofsky  
William E. Hurd

being a majority of the directors of FRED WILLIAMS, Inc.

electd at its first meeting in compliance with the requirements of section 10 of chapter 156 of the General Laws (Ter. Ed.) do hereby certify that the following is a true copy of the agreement of association to form said corporation with the names of the subscribers thereto:—

We, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention of forming a corporation under the provisions of chapter 156 of the General Laws (Ter. Ed.).

The name by which the corporation shall be known is

FRED WILLIAMS, Inc.

The location of the principal office of the corporation in Massachusetts is the

City of Boston and outside Massachusetts the  
St.  
Street

Give the business address of this corporation 44 Winchester St., Boston

(Street and Number. If office building, give room number. City or town.)

If such business address is not yet determined give the name and business address of the treasurer or officer to receive mail.

(To be name and complete business address.)

The purposes for which the corporation is formed and the nature of the business to be transacted by it are as follows:—

Engaging in a general plumbing, heating, piping, ventilating and air conditioning business, and as incident thereto to buy, sell, manufacture, export and deal in, all kinds of plumbing, heating, ventilating and air conditioning apparatus and hardware; to buy, sell, manufacture and deal in material, machinery and other implements used in the above described business; to own, operate, sell, lease, buy and otherwise acquire inventions, patents, trademarks and other rights incident to, useful in said business; to take, acquire, buy, own, sell, convey, lease, mortgage, improve and otherwise deal in and dispose of real estate and real property or any right or interest therein; and to do all and everything necessary, suitable or convenient, for the carrying on of said business as above described, or for the accomplishing of the purposes or objects herein set forth.

RECEIVED

WRITE NOTHING BELOW

SEP 10 1934  
CORPORATION DIVISION  
SECRETARY'S OFFICE

## Articles of Organization

GENERAL LAWS, CHAP. 150, SECT. 10  
(Ter. Ed.)

Filed in the office of the Secretary of State,  
and Certificate of Incorporation issued

March 5 1934

I hereby certify that it appears from an examination  
of the within written articles of organization, the agree-  
ment or association, the by-laws and the records of the  
incorporation duly submitted to me, that the require-  
ments of chapter one hundred and fifty-six of the  
General Laws (Ter. Ed.) relating to the organization  
of corporations have been complied with and I hereby  
approve said articles this

day of March 1934

*William Francis Galvin*  
SECRETARY OF THE COMMONWEALTH

CHAPTER 150, SECTION 10

For 1.25 of one per cent of authorized  
capital with par value and one cent a  
share for all authorized shares without  
par value but not less than \$50.—Gen.  
Laws, Chap. 150, Sect. 51, Ter. Ed.

A TRUE COPY ATTEST

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH

DATE 6/7/62

CLERK