

**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 D. FEOLE MASONRY 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:

To engage in the business of constructing residential, commercial and industrial buildings of any nature and kind as general contractor and/or subcontractor.

To engage in the business of buying, selling, leasing, remodeling and all types of real estate, including but not limited to residential, commercial and industrial real estate.

To engage in the business of buying, selling, leasing, any and all types of construction equipment.

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 unpressed 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 500

(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.)

common stock - no par value

(b) *If more than one class:* Total number of shares n/a

(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:

The capital stock of the Corporation may be issued 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 Officers.

When the Officers determine to issue such capital stock, however, such issue shall first be offered pro-rata to the then existing stockholders of record in relation to their then present holdings, before offering said stock on the open market.

No transfer of shares of stock by any stockholder shall be made unless he shall first offer the shares he intends to sell to the then existing stockholders of record, pro-rata to their then present holdings. Said offer to be made at least 30 days before any proposed sale.

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

The internal affairs of the Corporation shall be regulated by its By-Laws.

SEVENTH. The address of the initial registered office of the corporation is 246 Hope Street, P.O. Box 2595, Providence, Rhode Island 02906 (add Zip Code) and the name of its initial registered agent at such address is: Joseph T. Nottie, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is n/a 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, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
David Feole	174 Lake Garden Drive, Cranston, RI 02920

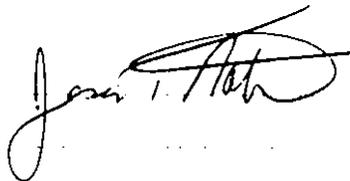
NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Joseph T. Nottie	246 Hope Street, Providence, RI 02906

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

September 13, 1990

Dated September 13, 1990



STATE OF RHODE ISLAND } In the City } of Providence  
COUNTY OF Providence } ~~TOWN~~ }

in said county this 13th day of September, A.D. 1990

then personally appeared before me Joseph T. Nottie

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.

*Mary G. Ripoli*  
Notary Public *Mary G. Ripoli*

61887

3188

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
SEP 21 9 44 AM '90  
13001 2 Street  
PROV. R.I. 02900  
R247205

ROBBIO & NOTTIE, LTD.  
COUNSELLORS AT LAW

246 HOPE STREET  
P.O. BOX 2595  
PROVIDENCE, RHODE ISLAND 02906

Louis F. Robbio  
Joseph T. Nottie III  
Kevin F. McHugh

(401) 273-5500  
(401) 831-9010 FAX

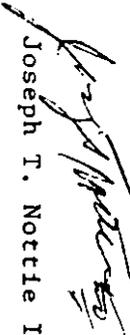
August 27, 1990

Office of Secretary of State  
Attn: MAUREEN ROUNDS, Director of Corporations  
CORPORATION DIVISION  
100 North Main Street  
Providence, RI 02903

Dear Ms. Rounds:

Please be advised that I represent David Feole who wishes to incorporate under the name of D. Feole Masonry Inc. I am, therefore, enclosing an authorization letter for this incorporation. Would you kindly advise this office immediately once this has been confirmed.

Very truly yours,

  
Joseph T. Nottie III

JTNIII:mxr

Enc.

ROBBIO & NOTTIE, LTD.

COUNSELLORS AT LAW

246 HOPE STREET

P.O. BOX 2595

PROVIDENCE, RHODE ISLAND 02906

LOUIS F. ROBBIO  
JOSEPH T. NOTTIE III  
KEVIN F. MCHUGH

(401) 273-5500  
(401) 831-9010 FAX

August 14, 1990

Office of the Secretary of State  
Corporation Division  
100 North Main Street  
Providence, RI 02903

Attention: Maureen Rounds  
Director of Corporation

Re: Letter of consent and permission  
for the formation of a corporation  
with a similar name

Dear Ms. Rounds:

Please be advised that I am the President of Feole Construction Masonry Contractors Inc. and Leo Feole Masonry Contractors Inc. both corporations having an address of 174 Lake Garden Drive, Cranston, Rhode Island. The purpose of this letter is to give my consent as President of both of the aforementioned corporations to the formation of a corporation to be titled D. Feole Masonry Inc. I give this consent with the full knowledge and understanding that D. Feole Masonry Inc. carries a name similar to Feole Construction Masonry Contractors Inc. and Leo Feole Masonry Contractors Inc.

Feole Construction  
Masonry Contractors, Inc.

By: 

President

Leo Feole Masonry  
Contractors, Inc.

By: 