

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 02903-1335

Corp. I.D. # 93689

## BUSINESS CORPORATION

## 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 Carter Bros. 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 provide general Heating and Plumbing Services to include repairs and installation of all commercial and residential heating units and the sale of plumbing supplies.

To transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act, and to have all the powers conferred upon corporations organized under Rhode Island Business Corporation Act.

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FEB 20 1997

BY: [Signature] # 55  
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CORPORATIONS DIVISION  
STATE OF RHODE ISLAND  
PROVIDENCE

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

(a) *If only one class:* Total number of shares ..... 8000 .....

(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.)

without 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:

No shareholder of the corporation shall make sale of any of the shares of the corporation held by him without first giving notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said shares at the lowest price at which he is willing to sell, in writing, before the same may be sold by him to any other party. The corporation shall exercise the right to purchase said shares as offered it, in writing, within thirty (30) days from the date of the receipt of said offer, and if not accepted within said time, the share holder shall be at liberty to make sale of said shares so offered to the corporation in the open market for not less than the price named by him. By unanimous consent of all the shareholders present at any meeting, the holder of shares may be authorized and permitted to transfer the same to any other person or persons and such authorization shall be considered a waiver by the corporation of its right to have said shares offered to it first before offering the same for sale to any other party.

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

1. Any action required to be taken at a meeting of shareholders may be taken without a meeting if all the shareholders entitled to vote thereon consent thereto in writing.
2. There shall be no board of Directors and any and all powers normally vested in the Board of Directors shall be assigned to the officers of the corporation.
3. Upon direction of the President and Vice-President of the corporation, a portion of the assets may be distributed out of capital surplus to the shareholders.

SEVENTH: The address of the initial registered office of the corporation is  
 255 Main Street, Pawtucket, RI 02860 (add Zip Code)  
 and the name of its initial registered agent at such address is:  
 Thomas G. Hetherington

*Thomas G. Hetherington*  
 Signature of registered agent  
 Thomas G. Hetherington

EIGHTH: The number of directors constituting the initial board of directors of the corporation is none 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>
Steven J. Carter, President	405 Knibb Road, Pascoag, RI 02859
Kevin J. Carter, Vice President	125 Laurel Hill Avenue, Pascoag, RI 02859
Kevin J. Carter, Treasurer	125 Laurel Hill Avenue, Pascoag, RI 02859
William Ellis, Secretary	P.O. 80x 19234, Johnston, RI 02919
.....	.....
.....	.....

NINTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Thomas G. Hetherington, Esquire	255 Main Street, Pawtucket, RI 02860
.....	.....
.....	.....
.....	.....
.....	.....

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

Upon Filing .....

Dated February 19, 1997

*Thomas G. Hetherington*  
 Signature of each incorporator  
 Thomas G. Hetherington

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

in said County this 18th day of February, A.D. 1997.  
then personally appeared before me Thomas G. Hetherington, Esquire

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.

*Kathleen J. Mitchell, Notary Public*  
Notary Public  
Kathleen J. Mitchell, 6-11-97