

**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 Bove Realty Group, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (~~stock is not to be offered for sale to the public~~)

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

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

1. To act as principal, agent or broker, and on commission or otherwise, in transacting a general real estate brokerage business and all other things in connection therewith. To act as loan broker and generally to do everything suitable, proper and conducive to the conduct of a real estate agency and brokerage business in all its branches and departments.
2. To lease, purchase, sell and otherwise acquire, hold, use, develop, manage, own, mortgage and maintain real estate, either individually or in partnership with others; to perform all acts and do all things that are incidental thereto; and
3. In general, to transact such other lawful business as shall be permissible under the Rhode Island business corporation act, as the same may be amended from time to time.

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 ~~which shall not be changed without the approval of the stockholders~~
- (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 officers 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.

(a) If only one class: Total number of shares ... 4,000 - 10 par

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See Exhibit A attached hereto and made a part hereof.

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

See Exhibit B attached hereto and made a part hereof.

SEVENTH. The address of the initial registered office of the corporation is 69 Highland Avenue, Warwick, Rhode island 02886 (add Zip Code) and the name of its initial registered agent at such address is: S. Paul DeFusco

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.)

Name	Address
None	

NINTH. The name and address of each incorporator is:

Name	Address
S. Paul DeFusco	69 Highland Avenue Warwick, Rhode Island 02886

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

Upon filing

Dated October 23, 1987

S. Paul DeFusco

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

in said county this 23 day of October, A.D. 1987

then personally appeared before me S. Paul DeFusco

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.

*Donna L. Adams*  
Notary Public

*DONNA L. ADAMS '86*

*(Commission Expires June 30, 1991)*

CP11 110.00  
CHK 110.00  
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