

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

Corp. I.D. #

98494

## 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 DAVID D. GARDNER & ASSOCIATES, 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 a general civil engineering and land surveying business and in the general practice of engineering in all its branches, and in that capacity to make, conduct and supervise research, surveys and investigations into all matters and things in said fields of engineering and surveying and to engage in and carry on this business of consulting and all other lawful business.

FILED

DEC 05 1996

By DS # 55  
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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: Six Hundred (600)

(a) *If only one class:* Total number of shares..... 600

(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 )

All 600 shares to be no par common stock

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:

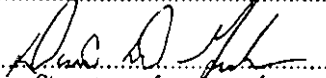
The corporation shall have a lien and right of pre-emption upon its outstanding stock to be enforced in accordance with the By-Laws of said Corporation.

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

As contained in the by-Laws

SEVENTH. The address of the initial registered office of the corporation is  
One Hope Court Barrington, RI 02806 (add Zip Code)  
and the name of its initial registered agent at such address is:

David D. Gardner

  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is <sup>To be determined</sup> 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

.....  
.....  
.....  
.....  
.....  
.....

NINTH. The name and address of each incorporator is:

Name

Address

David D. Gardner

One Hope Court

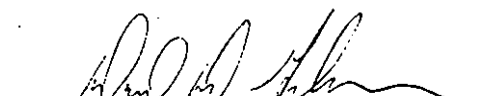
Barrington, RI 02806

.....  
.....  
.....  
.....  
.....

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

January 1, 1997

Dated November 1, 1996

  
Signature of each incorporator

STATE OF RHODE ISLAND

City

In the

of WARWICK

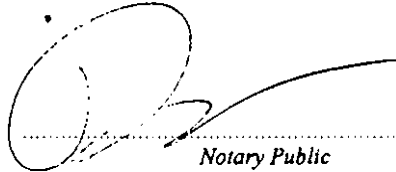
COUNTY OF KENT

TOWN

in said County this 15<sup>th</sup> day of November, A.D. 1996

then personally appeared before me David D. Gardner

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.



Notary Public

DAVID CAMPANELLA  
Notary Public of Rhode Island  
My Commission Expires June 11, 1997



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

STATE BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

Charles-Orms Building  
10 Orms Street, Suite 324  
Providence, R.I. 02904 - 2228  
(401) 277 - 2038

November 13, 1996

DAVID D. GARDNER & ASSOCIATES, INC.  
200 METRO CENTER BLVD.  
WARWICK, RI 02886

Dear Sir or Madam:

Your application for issuance of a Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Registration for Professional Land Surveyors at their meeting of October 12, 1996.

In accordance with the procedures adopted by this Board, you are requested to provide the following information upon receipt of which the Board will issue your Certificate of Authorization.

The document requested by the Board is a Certificate of Good Standing, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the original certificate of such notice be provided to wit prior to the issuance of a Certificate of Authorization by this Board.

As has been indicated, upon receipt of this document, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

You can contact the Secretary of State's Office by calling (401) 277-3040. Ask for corporations and explain you need the necessary papers to become registered as a foreign corporation in the State of Rhode Island.

Very truly yours,

George E. Corrente, PLS  
Chairman

/cms



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

STATE BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS  
CHARLES ORMS BUILDING  
10 Orms Street  
Suite 324  
Providence, R.I. 02904-2228  
(401) 277-2565

22 November 1996

DAVID D. GARDNER & ASSOCIATES, INC.  
ATTN: DAVID D. GARDNER  
200 METRO CENTER BLVD.  
WARWICK, RI 02886

Dear Sir/Madam:


Your application for issuance of a Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Registration for Professional Engineers at their meeting of 20 November 1996. In accordance with the procedures adopted by this Board, you are requested to provide the following information upon receipt of which the Board will issue your Certificate of Authorization.

The document requested by the Board is a Certificate of Good Standing, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the original certificate of such notice be provided to wit prior to the issuance of a Certificate of Authorization by this Board.

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You can contact the Secretary of State's Office by calling (401) 277-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Very truly yours,

  
Raymond J. Marshall  
Secretary

RJM/fm

cc Sandra Williams  
Secretary of State Office - Corporations

## ACCORD CERTIFICATE OF INSURANCE

ISSUE DATE: 12/04/96

<b>PRODUCER</b> <input type="checkbox"/> <b>F.M. JACKSON ASSOCIATES, INC.</b> 85 WILCOTT HILL ROAD WETHERSFIELD, CT 06109-1242 (203) 257-4555	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.	
	COMPANIES AFFORDING COVERAGE	
	<b>COMPANY</b> LETTER A SECURITY INSURANCE CO. OF HARTFORD/DPIC	
	<b>COMPANY</b> LETTER B	
	<b>COMPANY</b> LETTER C	
<b>INSURED</b> <b>DAVID D. GARDNER &amp; ASSOCIATES, INC.</b> 200 METRO CENTER BLVD. WARWICK, RI 02888	<b>COMPANY</b> LETTER D	
	<b>COMPANY</b> LETTER E	
	<b>COMPANY</b> LETTER F	

## COVERAGES

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	ALL LIMITS IN THOUSANDS
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCURRENCE <input type="checkbox"/> OWNER'S & CONTRACTORS PROTECT <input type="checkbox"/> <input type="checkbox"/>				GENERAL AGGREGATE \$ PROD COM/OPS AGGR \$ PERSONAL & ADV INJURY \$ EACH OCCURRENCE FIRE DAMAGE (ONE FIRE) \$ \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY <input type="checkbox"/>				CSL BODILY INJURY \$ (PER PERSON) BODILY INJURY \$ (PER ACCIDENT) PROPERTY DAMAGE \$
	<b>EXCESS LIABILITY</b> <input type="checkbox"/> <input type="checkbox"/> OTHER THAN UMBRELLA FORM				EACH OCCURRENCE \$ AGGREGATE \$
	<b>WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY</b>				STATUTORY \$ (EACH ACCIDENT) \$ (DISEASE POL) \$ (DISEASE EACH EMP)
A	<b>OTHER PROFESSIONAL LIABILITY INC. ENVIRONMENTAL COVERAGE</b>	PL510804	12/4/96	12/4/97	\$ 250, EA. CLAIM \$ 250, IN THE AGGREGATE, WITH A 5, EA. CLAIM DEDUCTIBLE.

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/RESTRICTIONS/SPECIAL ITEMS  
 FOR PROFESSIONAL LIABILITY COVERAGE, THE AGGREGATE LIMIT IS THE TOTAL INSURANCE AVAILABLE FOR CLAIMS PRESENTED WITHIN THE POLICY PERIOD FOR ALL OPERATIONS OF THE INSURED. THIS LIMIT WILL BE REDUCED BY PAYMENTS OF CLAIMS & EXPENSES. THIS INSURANCE IS NOT FOR A SPECIFIC PROJECT.

<b>CERTIFICATE HOLDER</b>	<b>CANCELLATION</b>
DAVID D. GARDNER & ASSOCIATES, INC.	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL _____ DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.
ACORD 25-B (7/90)	AUTHORIZED REPRESENTATIVE 