

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MAPLE WOODS FARM ASSOCIATION, INC.

SECOND: The period of its duration is perpetual.

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

To promote the health, safety and welfare of the residents within the Maple Woods Farm in Cumberland, Rhode Island residential development located on the west side of Mendon Road in Rhode Island on (i) property (hereinafter called the "Existing Property") more particularly described in Schedule I of that certain Declaration of Covenants and Restrictions to be recorded by Arthur Chianese and Rose Chianese in the Records of Land Evidence of said Cumberland, Rhode Island and (ii) such additional property as may hereafter be made subject to said Declaration as provided in Article XVIII thereof (hereinafter called the "Additional Property"), the Existing Property and any Additional Property made subject to said Declaration being hereinafter collectively sometimes called the "Property", and for this purpose to:

(a) own, administer, manage, maintain, repair, reconstruct and improve that part of the Existing Property described in Schedule IV of said Declaration together with any additions thereto as provided in Article XVIII thereof (hereinafter called the "Association Property"); (b) administer, manage, maintain, repair, reconstruct and improve the common areas of the condominium project to be located on that part of the Existing Property described in Schedule III of said Declaration (hereinafter called the "Phase I Condominium Property") and of other possible residential developments on the Additional Property; (c) administer and enforce the covenants and restrictions contained in said Declaration; (d) establish, levy, assess, collect and disburse the assessments and charges provided for in said Declaration; (e) enforce and carry out by legal

means the provisions of said Declaration, these Articles of Incorporation, the By-Laws of the Association and any regulations adopted by the Board of Governors for the use of the Property; and (f) to do and perform any and all other acts, whether expressly enumerated herein, or not, reasonably incident to the operation of the Property.

In carrying out the purposes for which the corporation is organized, the corporation shall have those powers set forth in § 7-1.1-4 of the General Laws, 1956, as amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 292 with a par value of \$1.00 each.

1. Shareholders. Every person who is a record owner of a fee or undivided fee interest in any Unit (as defined in the Declaration) which is a part of the Property shall be the owner of one share of stock of the corporation; provided, however, no person who holds an interest in a Unit merely as security for the performance of an obligation shall be deemed to be a stockholder of the corporation; and provided, further, that no Unit shall have more than one share associated with it, whether or not it shall be owned by one or more persons. Ownership of a Unit shall be the sole qualification for being a holder of the stock of the corporation, and stock ownership shall be pertinent to and may not be separated from ownership of a Unit.

2. Issuance of Shares, Stock Power. Upon the purchase of a Unit, the Unit Owner thereof shall be issued one share of stock by the corporation. Contemporaneously with the receipt of such share the shareholder shall execute a stock power in blank which shall empower the corporation to transfer the share to the subsequent Owner (or Owners) of the shareholder's Unit. In accordance therewith, upon the sale of any part of the fee of any Unit, the corporation shall cancel or cause to be cancelled the share outstanding in connection with such Unit and shall issue a new share to the new Owner of such Unit. All stock certificates shall be held by the corporation in trust for the Unit Owners.

3. Irrevocable Proxy. Contemporaneously with the receipt of such share the shareholder shall execute also an irrevocable proxy appointing Arthur J. Chianese and Rose A. Chianese, and each of them with full power to substitute, his attorney and proxy to vote upon the share standing in the shareholder's name in the transaction of any and all business that shall come before any meeting of the shareholders of the corporation or any adjournments thereof, with all the powers the shareholder would possess if personally present; provided, however, the said Arthur J. Chianese and Rose A. Chianese shall cancel and return the proxy upon the completion and sale or lease of all Units or on December 31, 1989, whichever shall be earlier, and provided, further, that the execution of such a proxy shall not affect the right of a shareholder to vote on

such matters on which he is entitled to vote as a Unit Owner (as opposed to a shareholder of the corporation) pursuant to the Declaration, including without limitation those matters set forth in Sections 6.6, 11.3, 11.7, 12.6, 12.7, 13.2 and 20.1 thereof.

4. Voting Rights. Subject to Paragraph 3 of this ARTICLE FOURTH, each share of stock shall entitle the owner or owners thereof to one vote. When more than one person is the owner of a share, all of the owners of such share shall notify the corporation in writing who of such owners shall exercise the right to vote; provided, however, in no event shall more than one vote be cast with respect to any Unit. The corporation may suspend the voting rights of a shareholder for any period during which any Annual or Special Assessment, as defined in said Declaration, remains unpaid, and for a period not to exceed thirty (30) days for any other violation of said Declaration or said rules and regulations adopted by the Board of Governors for the use of the Property.

5. Right of First Refusal. In the event of any sale of the common area and units in any condominium project on the Property as the result of damage, destruction or condemnation thereof as provided in Sections 12.9 and 13.3 of the Declaration the corporation shall have the right of first refusal to purchase the property proposed to be sold, including the share of stock in the corporation associated with any Unit proposed to be sold. The seller or sellers shall give the corporation forty-five (45) days' prior written notice of the sale, such notice to contain the terms of the proposed sale, during which forty-five day period the corporation must notify the sellers in writing whether it intends to exercise said right of first refusal. If the corporation so notifies the seller or sellers of its intention to purchase the offered property the corporation shall have one hundred (100) days from the date of the notice of the offer to sell to pay the purchase price. If the corporation does not exercise its right of first refusal, the offered property may be sold free and clear of this right of first refusal provided that if the seller or sellers shall fail to sell the offered property to the offeree and in strict accordance with the terms stated within the notice of offer to sell, the offered property shall again become subject to the corporation's right of first refusal.

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

The corporation shall indemnify its officers, directors, and employees to the extent permitted by the Rhode Island Business Corporation Act, as amended from time to time.

These Articles of Incorporation shall be amended only on the affirmative vote of the holders of record of not less than seventy-five (75%) percent of the outstanding shares of the corporation.

The corporation may elect a Board of Managers of not less than three and no more than nine, in accordance with the By-Laws.

SIXTH: The address of the initial registered office of the corporation is 2970 Mendon Road, Cumberland, Rhode Island 02864, and the name of its initial registered agent at such address is: Arthur J. Chianese.

SEVENTH: The number of persons constituting the initial Board of Governors (which shall be designated the "Board of Governors") of the corporation is three and the names and addresses of the persons who are to serve as governors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

Arthur J. Chianese	2970 Mendon Rd., Cumberland, RI
Rose A. Chianese	2970 Mendon Rd., Cumberland, RI
Gary V. Chianese	2970 Mendon Rd., Cumberland, RI

EIGHTH: The name and address of the incorporator is: John A. Varone, Esquire, 170 Westminster Street, Suite 800, Providence, Rhode Island 02903.

NINTH: The corporate existence shall begin immediately upon the filing of these Articles of Incorporation.

DATED:

July 11, 1979

John A. Varone

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In said County this 11th day of July, 1979, then personally appeared before me *John A. Varone* to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him subscribed, to be his free act and deed.

Notary Public
Notary Public

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JUL 11 1979
for



July 10, 1979

TO WHOM IT MAY CONCERN

This letter will authorize Maple Woods Farm Association, Inc. to incorporate in the state of Rhode Island, notwithstanding the similarity of names of the corporate undersigned.

MAPLE WOODS FARM, INCORPORATED


Arthur J. Chianese, President

JV/cdp