

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 BALD HILL SUBARU, 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:

For the conducting of automobile sales and service business and related activities.

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 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 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 _____

(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.)

or

(b) *If more than one class:* Total number of shares 1,000 no par common

(State (A) the number of the 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.)

A) 400 shares no par common voting stock.

B) 600 shares no par common non voting stock. This class to have all the proprietary interests of the voting stock only to the restriction and limitation that this stock (B) shall not be entitled to vote on any corporate matters or at any stockholder's meeting.

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SECTION 5. OPTION OF THE CORPORATION TO PURCHASE STOCK:

In case any holder of stock shall at any time desire to sell stock, or any part thereof, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of desire to sell and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within forty-five (45) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, and the secretary or treasurer or some other officer designated by the Board of Directors shall forthwith and within said forty-five (45) days deliver in person to such stockholder or mail by registered mail, postage prepaid addressed to him at his usual post office address, or to his address as stated on the books of the corporation, a notice in writing signed by the secretary or treasurer or such other officer, of the election of the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholders shall be at liberty to sell his stock to any other party, provided that such sale is made within thirty days after the expiration of said forty-five (45) days and at a price not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale, and may waive the corporation's right to purchase, but no such consent to waiver shall extend to other or subsequent instances.

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

NONE

SEVENTH. The address of the initial registered office of the corporation is 797 Bald Hill Road, Warwick, RI 02886 (add Zip Code) and the name of its initial registered agent at such address is: Louis A. Petrarca, Jr., Esquire.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 4 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
Robert Petrarca	584 Cowesett Road, Warwick, RI
Robert Hagan	1021 Bald Hill Road, West Warwick, RI
Anna Hagan	1021 Bald Hill Road, West Warwick, RI
Amy Petrarca	584 Cowesett Road, Warwick, RI

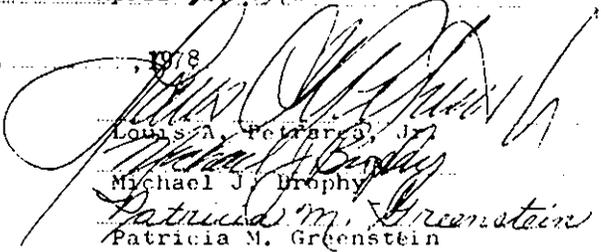
NINTH. The name and address of each incorporator is:

Name	Address
Louis A. Petrarca, Jr.	797 Bald Hill Road, Warwick, RI
Michael J. Brophy	797 Bald Hill Road, Warwick, RI
Patricia M. Greenstein	797 Bald Hill Road, Warwick, RI

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

April 12, 1978

Dated April 12, 1978


Louis A. Petrarca, Jr.
Michael J. Brophy
Patricia M. Greenstein

STATE OF RHODE ISLAND }
COUNTY OF KENT } In the City } of Warwick
Town }
in said county this 12th day of April, A. D. 1978
then personally appeared before me Louis A. Petrarca, Jr., Michael J.
Brophy and Patricia M. Greenstein

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.

Margaret L. White
Notary Public
Notary Public

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April 15 , 1978

TO WHOM IT MAY CONCERN:

This writing is to confirm that the under-
signed, Bald Hill Motors, Inc., a Rhode Island corporation,
has no objection to the corporate name BALD HILL SUBARU,
INC. being utilized as a new Rhode Island corporation name.

Bald Hill Motors, Inc.

By

Robert C. Perrella, Pres.