

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

WESTCHESTER MODULAR HOMES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is WESTCHESTER MODULAR HOMES, INC.

SECOND: The name which it elects to use in Rhode Island is REAGANS MILL MODULAR HOMES

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of the State of New York

FOURTH: The date of its incorporation is January 28, 1986, and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 900, Reagan's Mill Road, Dover Plains, New York 12522

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are the sale, delivery and erection of modular homes.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Thomas Flood, III	Director	
Charles W. Hatcher	Director	
	Director	
Thomas Flood, III	President	Lovell Street, Lincolndale, NY 10540
	Vice President	
Charles W. Hatcher	Secretary	22 Eastview Drive, Valhalla, NY 10595
Thomas Flood, III	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	one	common	no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	one	common	no par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3,000,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$?

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 24,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 700,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 30, 1987

WESTCHESTER MODULAR HOMES, INC.

[Exact Corporate Name of Corporation Making Application]

By

Thomas Flood

Its President

and

C. S. Sakita

Its Secretary

STATE OF NEW YORK

COUNTY OF WESTCHESTER

} Sc.

At Lincolndale, N.Y. in said County on the 30th day of April, 1987, before me personally appeared Thomas Flood, III, who being by me first duly sworn, declared that he is the President of Westchester Modular Homes, Inc., that he signed the foregoing document as such president of the corporation, and that the statements therein contained are true.

KATHLEEN MAGNUSON
Notary Public, State of New York
No. 4243028
Qualified in Westchester County
Commission Expires May 31, 1988

(NOTARIAL SEAL)

PAID TO ORDER
FOR DEPOSIT ONLY
NO CASH WITHDRAWALS
PERMITTED

08/13/87 PAID CP65 65.00
CHEK 65.00
0058A001

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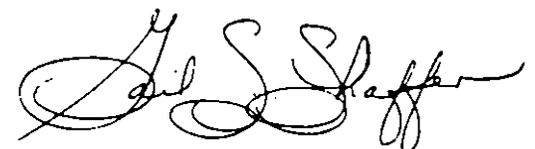
State of New York }
Department of State } ss.:

39233

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUN - 3 1987



Secretary of State

D.C.

D.C.

CERTIFICATE OF INCORPORATION
OF

WESTCHESTER MODULAR HOMES, INC.

Under Section 402 of the Business Corporation Law.

The undersigned for the purpose of forming a corporation under Section 402 of the Business Corporation Law, hereby certifies:

1. The name of the corporation is WESTCHESTER MODULAR HOMES, INC.

2. The purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be organized under this chapter, but that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

3. The office of the corporation is to be located in the County of Westchester, State of New York.

4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares without par value.

5. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him is 3 Krystal Drive, Somers, New York 10589.

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CT

The change of the certificate of incorporation was approved by or pursuant to authorization of the board of directors

IN WITNESS WHEREOF, this certificate has been subscribed this 10th day of March, 1987 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury

Type name	Capacity in which signed	Signature
Thomas Flood III	President	<i>Thomas Flood</i>
Charles W. Hatcher	Secretary	<i>CHatcher</i>

* See Section 1304 of the laws of this State

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 8 1987

912466

AMT. OF CHECK \$ 34
 FILING FEE \$ 34
 TAX \$ 0
 COUNTY FEE \$ 0
 COPY \$ 0
 CERT \$ 0
 REFUND \$ 0
 SPEC HANDLE \$ 0

Certificate of Change
 AS TO
 WESTCHESTER MODULAR HOMES, INC.

RECEIVED
MAR 23 1987

Section 905-A of the Business Corporation Law

Westchester Modular Homes

Filed by: Van DeWater & Van DeWater
P.O. Box 112
Poughkeepsie, NY 12602

Office and Post Office Address

479551

1-28-87
WVCC
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1.K
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3 - 1112A
50 1112A 1112A
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FILED
BILLED

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MAR 23 1987