

Corp. I.D.#

83954

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

Lodie Brien Agency, Inc.

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

FIRST. The name of the corporation is Lodie Brien Agency, Inc., a close corporation pursuant to Section 7-1.1-51 of the Rhode Island General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

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

To engage in all aspects of the real estate brokerage and consulting business and in all aspects of the businesses of the purchase, sale, ownership, development, management, leasing and rental of real estate, whether as agent, broker, manager, principal, partner, joint venturer, or otherwise, and generally to do anything and everything necessary, and proper, to the extent permitted by law, in connection with the conduct of such businesses.

To engage in any lawful business, act or activity for which corporations may be incorporated under the Act.

The corporation shall have all powers authorized under the Act, including, without being limited to those set forth in Sections 7-1.1-4, 7-1.1-4.1 and 7-1.1-4.2 of the Act, to the fullest extent permitted by law.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Eight thousand (8,000) shares common stock, par value, One Dollar (\$1.00) per share.

FIFTH. Provisions dealing with the preemptive right of shareholders pursuant to Section 7.1.1-24 of the Rhode Island General Laws, 1956, as amended:

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

No director of the corporation (which term, for purposes of this paragraph, shall include shareholders, officers or other persons exercising any or all of the powers normally vested in a board of directors, as permitted under Section 7-1.1-51 of the Act) shall be personally liable to the corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided that nothing herein contained shall be construed to eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability to the extent imposed pursuant to the provisions of Section 7-1.1-43 of the Act, or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Act). If under applicable law, now or in the future, corporate action is authorized permitting the corporation further to eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent so permitted. The corporation shall

have the authority, by provisions in its bylaws or by duly authorized agreements with directors, officers, employees or agents of the corporation, to indemnify such persons from liability to the fullest extent permitted by applicable law from time to time in effect. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation existing prior to such repeal or modification.

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Act.

SEVENTH. The address of the initial registered office of the corporation is 300 Plaza Center, 68 Cumberland Street, Woonsocket, Rhode Island 02895, and the name of its registered agent at such address is Charles S. Sokoloff.

Charles S. Sokoloff  
Signature of Registered Agent

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 officers until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>Office</u> | <u>Name</u>     | <u>Address</u>       |
|---------------|-----------------|----------------------|
| President,    | Albert G. Brien | 513 South Main St.   |
| Treasurer and |                 | Woonsocket, RI 02895 |
| Secretary     |                 |                      |

NINTH. The name and address of the incorporator is:

| <u>Name</u>         | <u>Address</u>   |
|---------------------|--|
| Charles S. Sokoloff | 300 Plaza Center<br>68 Cumberland Street<br>Woonsocket, RI 02895 |

TENTH. Corporate existence shall begin upon filing of these articles of incorporation.

Dated: April 20, 1995.

Charles S. Sokoloff

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Woonsocket, in said County and State, on this day of April, 1995, then personally appeared before me Charles S. Sokoloff, 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.

Monique Aloy  
Notary Public

RECEIVED  
SECRETARY OF STATE  
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**FILED**

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By 1659140458