



State of Rhode Island
Department of State - Business Services Division

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Articles of Incorporation

DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned, acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

L.B. Materials and Equipment Holding Corp.

☐ Check if this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended.

2. The total number of shares which the corporation has the authority to issue is:

(Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
8,000	common	\$1.000

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional):

Check the box to indicate an attachment ☐

3. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name

Lawrence P. McCarthy III, Esq.

Street Address (NOT a P.O. Box)

50 Lynch Place

City/Town

Cumberland

State

RHODE ISLAND

Zip Code

02864

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

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5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Check the box to indicate an attachment ☒

6. The name and address of each incorporator is:

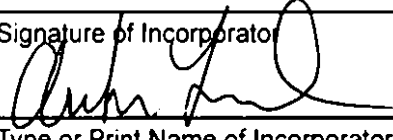
Name Arthur J. Leonard, Esq.	Address 272 West Exchange Street, Suite 001	
City/Town Providence	State RI	Zip Code 02903
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

7. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☐ Date received (Upon filing)

☒ Later effective date (Date must be no more than 90 days from the date of filing) January 1, 2024

8. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Arthur J. Leonard, Esq.	Date 12/29/2023
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

5. Provisions dealing with the preemptive rights of shareholders pursuant to 7-1.2-613 of the Rhode Island General Laws, 2004, as amended: No holder of any shares of Common stock of this Corporation shall transfer any such stock without first offering this Corporation the opportunity to purchase said shares at the lowest price at which he/she is willing to dispose of the same. Said offer shall be in writing and shall include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his/her shares if his/her said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation (or in case the stockholder making such offer be the Secretary, then to the President) and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders of the Corporation, to be held within twenty (20) days after the receipt of said offer for the purpose of taking action with respect to the same. This Corporation, through its Board of Directors, or if no Board of Directors, then its stockholders, shall have ten (10) days after the time fixed for the holding of such special meeting of the Board of Directors, or if no Board of directors, then of the stockholders, to accept or reject said offer, and until action thereof shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of said shares shall be made by the stockholder submitting the offer. If, however, the Corporation shall reject said offer, or if no action shall be taken by the Board of Directors, or if no Board of Directors, then by the stockholders, prior to the expiration of said ten (10) days, said stockholder shall then offer said shares to the other Common stockholders of the Corporation, such offer to such stockholders to be in proportion to their respective existing Common stockholdings in the Corporation. Said stockholders shall have ten (10) days from the receipt of the written offer from the stockholder proposing to sell his/her shares to accept or reject said offer and to pay the purchase price of said shares to the selling stockholder. If any one or more of said stockholders shall not elect to purchase his/her proportionate part of the shares contained in said offer, then the remaining Common stockholders shall have the right to purchase said shares in proportion to their respective individual Common shareholdings in the Corporation, with the end in view that no transfer of any shares of the Common stock of this Corporation shall be made to any person who is not a Common stockholder, unless either the Corporation itself or the Common stockholders shall have the opportunity to purchase the shares which it is desired to sell. If neither the corporation nor the stockholders shall purchase said shares, then the stockholder who intends to transfer his/her shares may transfer said shares to any person within three (3) months after the rejection by the Corporation and the other shareholders of his/her offer to sell said shares to the Corporation or to the other stockholders as the case may be. No future offer to transfer said shares shall be made by any such stockholder without again complying with the provisions hereof. All transfers of the Common stock of this Corporation (except transfers upon the death of a stockholder from his/her estate to his/her next of kin or to the legatee or legatees named in his/her will or transfers by a gift inter vivos to any member of the stockholder's family) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its Board of Directors, or if no Board of Directors, then of the stockholders, adopted at a meeting of such Directors, or if no Directors, then of the stockholders, duly held for that purpose may waive the provisions hereof with respect to any particular transfer.



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 29, 2023 03:11 PM

A handwritten signature in black ink, reading "Gregg M. Amore".

Gregg M. Amore
Secretary of State

