



**State of Rhode Island  
Office of the Secretary of State**

**Fee: \$230.00**

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Business Corporation  
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Fratus & Sons Construction, Inc.

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

**ARTICLE II**

The total number of shares which the corporation has authority to issue is:  
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	2,000.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:  
TO CARRY ON A GENERAL CONTRACTING BUSINESS, INCLUDING WITHOUT LIMITATION, DESIGNING, CONSTRUCTING, ENLARGING, ALTERING, REPAIRING, REMODELING, REMOVING, OR OTHERWISE ENGAGING IN ANY WORK UPON BUILDINGS AND STRUCTURES OF ALL KINDS; TO DEVELOP AND MANAGE REAL ESTATE OR ANY INTEREST THEREIN AND ANY PERSONAL PROPERTY INCIDENTAL THERETO; AND IN GENERAL TO CARRY ON ANY AND ALL BUSINESSES AND ACTIVITIES PERMITTED BY THE LAWS OF THE STATE OF RHODE ISLAND TO A CORPORATION ORGANIZED UNDER RHODE ISLAND GENERAL LAWS.

**ARTICLE III**

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 155 CAROLYN STREET  
City or Town: WARWICK State: RI Zip: 02886

The name of its initial registered agent at such address is MICHAEL K. FRATUS

#### ARTICLE IV

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

#### ARTICLE V

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

ANY STOCKHOLDER, INCLUDING THE HEIRS, LEGATEES, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL, TRANSFER OR PLEDGE SUCH STOCK OWNED BY HIM/HER OR THEM SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS IN THE MANNER FOLLOWING. HE/SHE SHALL NOTIFY THE DIRECTORS OF HIS/HER DESIRE TO SELL OR TRANSFER BY NOTICE, IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE/SHE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER EITHER ACCEPT THE OFFER OR BY NOTICE TO HIM/HER, IN WRITING, NAME A SECOND ARBITRATOR AND THOSE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR. AFTER THE ACCEPTANCE OF THE OFFER OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE/SHE MAY DEEM FIT. NO SHARES OF STOCK

SHALL BE  
SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE  
PROVISIONS  
HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY  
PARTICULAR  
INSTANCE WAIVE THE REQUIREMENTS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	MICHAEL K FRATUS	155 CAROLYN STREET WARWICK, RI 02886 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

**Signed this 26 Day of February, 2024 at 11:45:04 AM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*  
<BR> MICHAEL K FRATUS

Form No. 100  
Revised 09/07

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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:

February 26, 2024 11:41 AM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore  
*Secretary of State*

