



State of Rhode Island
Department of State - Business Services Division

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Articles of Amendment

DOMESTIC Business Corporation

→ Filing Fee: \$50.00 (\$210 for an increase in authorized shares)

Pursuant to the provisions of RIGL 7-1.2-905, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: 000005003	2. The name of the corporation is: COVENTRY LUMBER, INC.	
3. The shareholders of the corporation (or, where no shares have been issued by the board of directors of the corporation) in the manner prescribed by RIGL <u>7-1.2</u> 12/___/2024 adopted the following amendment(s) to the Articles of Incorporation on:		
4. If the entity's name is changing, state the new name: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>		
5. If the total authorized shares are changing complete the following section: *List ALL authorized shares as of this amendment.		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
8	A	No Par
792	B	No Par
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 <u>7-1.2</u> . State any provisions here (optional):		Check the box to indicate an attachment <input checked="" type="checkbox"/>
Check the box to indicate no change <input type="checkbox"/>		
6. If the period of its duration is changing complete the following section: CHECK ONE BOX ONLY		
<input type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
Check the box to indicate no change <input checked="" type="checkbox"/>		

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED STAMP
DEC 24 2024
BY JYWSQ
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7. If the entity's purpose is changing complete the following section: *The new purpose should include ALL activity to be transacted in the State of Rhode Island.

Check the box to indicate an attachment

Check the box to indicate no change

8. If adding or amending additional provisions, complete the following section:

See attachment.

Check the box to indicate an attachment

Check the box to indicate no change

9. As required by RIGL 7-1.2-105, the entity has paid all fees and taxes.

10. Date when these Articles of Amendment 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) _____

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

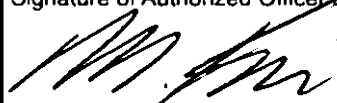
Type or Print Name of Authorized Officer of the Corporation

William D. Finnegan

Date

12/23/24

Signature of Authorized Officer of the Corporation



COVENTRY LUMBER, INC.

**ATTACHMENT TO ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

1. That Article FIFTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

“The aggregate number of shares which the Corporation shall have authority to issue is Eight Hundred (800) shares of common stock, with no par value, of which (a) Eight (8) shares shall be designated as Class A Common Stock, with no par value (the “Class A Common Stock”) and (b) Seven Hundred Ninety Two (792) shares shall be designated as Class B Common Stock, with no par value (the “Class B Common Stock”).

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share.”

2. That Article EIGHTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

“Pursuant to §7-1.2-613 of Rhode Island General Laws, (1956) as amended, Stockholders shall have no pre-emptive rights.

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, §7-1.2-707(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director’s or stockholder’s duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director

or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws, 1956, as amended, §7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws, 1956, as amended, §7-1.2-807.1).

That the Articles of Incorporation reflect the status of the Corporation as a close corporation pursuant to §7-1.2-1701 (formerly §7-1.1-51) of Rhode Island General Laws, 1956, as amended, and as such the Corporation shall have no Board of Directors.

That upon the effective date and time of the Amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis (such exchange, reclassification and conversion is hereinafter referred to as the "Recapitalization"): Each block of 49 shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, eight (8) shares of Class A Common Stock and Seven Hundred Ninety Two (792) shares of Class B Common Stock.

The effect of such amendment shall not reduce the Corporation's stated capital."