

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

..... *The Rossini & Smith Companies, 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 *The Rossini & Smith Companies, Inc.*

SECOND: The name which it elects to use in Rhode Island is *The Rossini & Smith Companies, Inc.*

(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 *Massachusetts*

FOURTH: The date of its incorporation is *April 5, 1988* 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 *Franklin Office Park West, 38 Pond Street, Suite 104, Franklin, MA 02038*

SIXTH: The address of its proposed registered office in Rhode Island is *Suite 5, Bank of New England Bldg., 1226 Main Street West Warwick, RI 02893* and the name of its proposed registered agent in Rhode Island at that address is *Gordon M. Smith, Esquire*

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To acquire, develop, sell, lease or otherwise deal in real estate; to provide advice to borrowers in connection with the lending process and to act as a mortgage agent; and, in general, to transact any or all lawful business for which corporations may be incorporated under Chapter 7-1.1 of the General Laws of Rhode Island of 1956, as amended.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ralph Rossini	Director	22 Barnstable Rd., Norfolk, MA 02056
Timothy M. Smith	Director	88A Louisquisset Country Club
	Director	North Providence, RI 02904
Timothy M. Smith	President	
None	Vice President	
Ralph Rossini	Secretary	
Ralph Rossini	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>
300,000	Common		1.00

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>
100	Common		

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 150,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 5,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 750,000

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 \$ none

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

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)
Incorporators



Examiner

DO NOT USE PHOTOCOPIES - ORIGINALS ONLY WILL BE ACCEPTED FOR FILING
ONCE DOCUMENT IS ACCEPTED AND FILED, CHANGES MUST BE BY AMENDMENT OR CERTIFICATE OF CHANGE ONLY

NAME POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

David A. White, Esq.,
White & Associates
65 William Street, Suite 209
Wellesley, MA 02181



Name Approver

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is: **88 096004**
The Rossini & Smith Companies, Inc.

2. The purpose for which the corporation is formed is as follows:
To acquire, develop, sell, lease or otherwise deal in real estate; to provide advice to borrowers in connection with the lending process and to act as a mortgage broker; and, in general, to carry on any other lawful business permitted by the laws of The Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the Massachusetts General Laws.

C
P
M
R.A.


P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	None	None	-	-
				\$
Common	None	300,000	\$1.00	\$300,000

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established.

None

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None

*6. Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuation Sheet 6A.

*If there are no provisions state "None".

Continuation Sheet 6A

PROVISIONS AS TO INTERCOMPANY DEALINGS

The Corporation may enter into contracts or transact business with one or more of its directors, officers or stockholders or with any corporation, organization or other concern in which any one or more of its directors, officers or stockholders are directors, officers, stockholders or are otherwise interested and may enter into other contracts or transactions in which any one or more of its directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any such director or directors may vote or act there with like force and effect as if he had no such interest, provided in such case the nature of such interest shall be disclosed or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure as to the nature of such interest of such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the Corporation by reason of any such adverse interests, unless the Board of Directors shall determine that such adverse interest is detrimental to the interests of the Corporation.

PROVISION RELATIVE TO THE PLACE OF MEETINGS
OF STOCKHOLDERS

Meetings of stockholders of the Corporation may be held anywhere in the United States.

PROVISIONS RELATIVE TO MAKING, AMENDING AND
REPEALING BY-LAWS

The By-Laws of the Corporation may provide that the directors (as well as the stockholders) may make, amend or repeal the By-Laws in whole or in part to the extent permitted by law, subject to the limitations contained in such By-Laws.

PROVISIONS RELATIVE TO BECOMING A PARTNER

The Corporation may be a partner in any business enterprise which the Corporation would have the power to conduct by itself.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
- a. The post office address of the initial principal office of the corporation of Massachusetts is:
Franklin Office Park West, 38 Pond Street, Suite 104, Franklin, MA 02038
- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Timothy M. Smith	88A Louisquisset Country Club No. Providence, RI 02904	Franklin Office Park W. 38 Pond Street, Ste 104 Franklin, MA 02038
Treasurer:	Ralph Rossini	22 Barnstable Road Norfolk, MA 02056	SAME
Clerk:	Ralph Rossini	SAME	SAME
Directors:	Ralph Rossini Timothy M. Smith	SAME See above.	SAME SAME

- c. The date initially adopted on which the corporation's fiscal year ends is:
December 31
- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:
First Monday in April
- e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization
this 4th day of April 1988

David A. White
David A. White, Sole Incorporator

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he act and by signing shall represent under the penalties of perjury that he is duly authorized on his behalf to sign these Articles of Organization

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CORPORATION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 150 having been paid, said articles are deemed to have been filed with me this 5th day of April 19 88

A TRUE COPY ATTEST
Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE
CLERK *[Signature]*

Effective Date

Michael J. Connolly

MICHAEL J. CONNOLLY
Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT TO BE FILLED IN BY CORPORATION

TO:

David A. White, Esq.
White & Associates
65 William Street, Suite 209

Wellesley, MA 02181

Telephone 617/431-1700

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

Dated June, 19 88

THE ROSSINI & SMITH COMPANIES, INC.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF KENT } Sc.

At West Warwick in said County on the 20th day
of July 1988, before me personally appeared RALPH
ROSSINI and Timothy M. Smith, who being by me first duly sworn, declared that
he is the Secretary; & President (respectively) ROSSINI & SMITH COMPANIES,
INC., that he signed the foregoing document as such of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

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