

Filing and License Fee: \$230.00 minimum

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**FILED**

MAR 31 2008

by AMF

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11-54222

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Drafting Subcontractor, Inc.

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

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

(a) If only one class: Total number of shares 100 shares, \$1.00 par value

or

(b) If more than one class: Total number of shares of each class \_\_\_\_\_

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:

3. The address of the initial registered office of the corporation is 55 Pine Street

(Street Address, not P.O. Box)

Providence

, RI

02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Bruce R. Thibodeau

(Name of Agent)

4. 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.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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

See Exhibit A attached

See Exhibit B attached.

7. The name and address of each incorporator is:

Name

Address


Bruce R. Thibodeau

55 Pine Street, Providence, RI 02903

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

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.

Date: March 31, 2008



Signature of each Incorporator

## **EXHIBIT A**

### **ARTICLES OF INCORPORATION**

5. Provisions, if any, dealing with the preemptive right of shareholders to issue shares.

The shares of this corporation shall not be transferred by any shareholder unless such shareholder who desires to sell all or part of his or her shares shall first offer such shares for sale to the corporation and other shareholders at the lowest price for which said shares will be offered for sale to a bona fide prospective purchaser of such shares. If the corporation or shareholders fail to purchase all of such shares within 31 days after written notice from the selling shareholder, the restriction upon such shares imposed by this provision shall automatically terminate at the end of said 31 days; provided, however that after the termination of said 31 day period, said shareholder who shall have offered his or her stock for sale to the corporation, may sell the stock so offered to the corporation to any other party, but not for a price lower than that at which said stock shall have been previously offered, and the corporation or shareholders may require affidavits and other evidence, documentary or otherwise, from the shareholder and purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the corporation.

## **EXHIBIT B**

### **ARTICLES OF INCORPORATION**

6. Provisions for the regulation of the internal affairs of the Corporation:
- a) The Board of Directors of the Corporation shall have the authority to distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the Corporation, without the affirmative vote of the shareholders of any class of the capital stock of the Corporation.
  - b) The shareholders of this Corporation may take any action permitted by the Articles of Incorporation without the necessity of a formal meeting in accordance with the provisions of Section 7-1.2-707 of the General Laws of the State of Rhode Island, 1956, as amended.
  - (c) The Directors of the Corporation may include provisions in the Corporation's By-Laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its By-Laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein.

- (i) The By-Law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.
  - (ii) For the purposes of this Article, when used herein.
- (1) "Directors" means any and all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;
- (2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(3) “Expenses” means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) “Covered Act” means any act or omission of an Indemnified Person in the Indemnified Person’s official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

- (iii) The By-Law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.
- (iv) Any By-Law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.
- (v) The By-Law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation had determined to have resulted from: (1) any breach of the Indemnified Person’s duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening RIGL 7-1.2-811 of the Act; or (4) a transaction (other than a transaction approved in accordance with RIGL 7-1.2-807 of the Act) from which the person seeking indemnification derived an improper personal benefit.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, 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:

A. RALPH MOLLIS

*Secretary of State*

