



State of Rhode Island and Providence Plantations  
Office of the Secretary of State

Fee: \$50.00

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

**Business Corporation  
Articles of Amendment**

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is VIEIRA & DIGIANFILIPPO LTD.

If the entity's name is changing, state the new name: VIEIRA & DIGIANFILIPPO LTD.

**ARTICLE II**

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 7/20/2010, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:

(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	1,000.00

If the corporate duration is changing, so state:  Perpetual

If the corporate purpose is changing, so state:

CONDUCTING THE PRACTICE OF LAW ONLY THROUGH PERSONS QUALIFIED TO PRACTICE LAW IN THE STATE OF RHODE ISLAND.

If there are any other provisions to be amended, so state:

(A) PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. SUCH PROVISIONS AS ARE CONTAINED IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION ("BY-LAWS").

(B) BOARD OF DIRECTORS. THERE SHALL BE A BOARD OF DIRECTORS CONSISTING OF AT LEAST TWO (2) DIRECTORS AND NO MORE THAN OF THREE (3) DIRECTORS, REGARDLESS OF THE NUMBER OF SHAREHOLDER(S). THE DIRECTORS SHALL BE ELECTED BY THE SHAREHOLDER(S) IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE BY-LAWS AND CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, AND MAY BE REMOVED BY THE SHAREHOLDER(S), WITH OR WITHOUT CAUSE, IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE BY-LAWS AND SAID CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND. THE DIRECTORS SHALL HAVE GENERAL CONTROL AND MANAGEMENT OF ALL THE

BUSINESS AND PROPERTY OF THE CORPORATION IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE BY-LAWS AND SAID CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND. ALL DIRECTORS SHALL BE AUTHORIZED TO PRACTICE AS AN ATTORNEY-AT-LAW AND SHALL BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

(C) OFFICERS. THE OFFICERS OF THE CORPORATION ARE:

PRESIDENT: DANIEL J. VIEIRA

VICE PRESIDENT: STEPHEN J. DIGIANFILIPPO

TREASURER: DANIEL J. VIEIRA

SECRETARY: STEPHEN J. DIGIANFILIPPO

ALL OFFICERS SHALL BE AUTHORIZED TO PRACTICE LAW AND SHALL BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

(D) NO PERSONAL LIABILITY. TO THE FULLEST EXTENT ALLOWABLE BY LAW, NO DIRECTOR SHALL HAVE ANY PERSONAL LIABILITY FOR BREACH OF DUTY IN CONNECTION WITH THE EXERCISE OR NON-EXERCISE OF THE POWERS AND DISCRETIONS VESTED IN THE BOARD OF DIRECTORS.

(E) ISSUANCE OF COMMON SHARES. COMMON SHARES MAY BE ISSUED FOR SUCH CONSIDERATION AS IS DETERMINED FROM TIME TO TIME BY THE SHAREHOLDER(S) IN ACCORDANCE WITH THE BY-LAWS. SHAREHOLDERS MAY ONLY BE INDIVIDUALS AUTHORIZED TO PRACTICE AS AN ATTORNEY-AT-LAW AND SHALL BE ACTIVELY EMPLOYED BY THE CORPORATION IN THAT PRACTICE.

(F) TRANSFER OF COMMON SHARES. NO TRANSFER OF COMMON SHARES OF THE CORPORATION SHALL BE VALID UNLESS THE TRANSFER IS APPROVED OF BY ALL OF THE SHAREHOLDERS AND OTHERWISE COMPLIES WITH THE BY-LAWS.

(G) PREEMPTIVE RIGHTS. THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS. SHAREHOLDERS PREEMPTIVE RIGHTS SHALL BE GOVERNED BY THE PRINCIPLES PROVIDED IN SECTION 7-1.2-613(B) OF THE GENERAL LAWS OF RHODE ISLAND.

(H) NO ANNUAL MEETING REQUIRED. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW OR BY THE PROVISIONS OF THE BY-LAWS, THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF THE SHAREHOLDERS.

### ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

### ARTICLE IV

These Articles of Amendment 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 20 Day of July, 2010 at 11:57:46 AM.** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgment 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.*

DANIEL J. VIEIRA, PRESIDENT

Form No. 101  
Revised 09/07

© 2007 - 2010 State of Rhode Island and Providence Plantations  
All Rights Reserved



# 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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

