

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

21453

7-5.1

The undersigned acting as incorporator(s) of a corporation under Chapter ~~XXXI~~ of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Powers and McAndrew, Incorporated

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

1. To engage in the rendering of professional services of attorneys at law.
2. To engage in any business incidental or related to the foregoing purpose.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name ~~unless a limited period of duration is stated in its articles of incorporation~~

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the ~~board of directors~~ shareholders shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its ~~directors~~ shareholders, officers and employees.

(p) To provide insurance for its benefit on the life of any of its ~~directors~~ shareholders, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares..... 4,000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

Such shares shall be without par value.

~~XXXX~~

~~(b) *If more than one class:* Total number of shares.....~~

~~(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)~~

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No shareholder shall have any pre-emptive rights.

SET TAB STOPS AT ARROWS

Certificate of Insurance



THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES LISTED BELOW.

NAME AND ADDRESS OF AGENCY Frank B. Hall & Co. of Massachusetts 89 Broad St. Boston, Mass. 02110	COMPANIES AFFORDING COVERAGES	
	COMPANY LETTER A	American Home
NAME AND ADDRESS OF INSURED Powers & McAndrew, Incorporated 42 Weybosset St. Providence, R.I. 02903	COMPANY LETTER B	
	COMPANY LETTER C	
	COMPANY LETTER D	
	COMPANY LETTER E	

This is to certify that policies of insurance listed below have been issued to the insured named above and are in force at this time. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies.

COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	GENERAL LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES—OPERATIONS <input type="checkbox"/> EXPLOSION AND COLLAPSE HAZARD <input type="checkbox"/> UNDERGROUND HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS HAZARD <input type="checkbox"/> CONTRACTUAL INSURANCE <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> PERSONAL INJURY			BODILY INJURY \$	\$	\$
	PROPERTY DAMAGE \$			BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	\$
				PERSONAL INJURY \$		\$
	AUTOMOBILE LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> OWNED <input type="checkbox"/> HIRED <input type="checkbox"/> NON-OWNED			BODILY INJURY (EACH PERSON) \$	\$	
				BODILY INJURY (EACH ACCIDENT) \$	\$	
				PROPERTY DAMAGE \$	\$	
				BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	
	EXCESS LIABILITY <input type="checkbox"/> OPERATIONAL FORM <input type="checkbox"/> OTHER CHALLENGEABLE FORM			BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	\$
	EMPLOYERS' LIABILITY STATUTORY \$				\$	\$
A	OTHER Professional Liability	LPL6257657	4/22/81	\$200,000 each claim 600,000 aggregate		

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES

Certificate for - Secretary of State
 State House
 Providence, R.I. 02903

Supreme Court
 250 Benefit St.
 Providence, R.I. 02906

Cancellation: Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to mail 15 days written notice to the below named certificate holder, but failure to mail such notice shall impose no obligation or liability of any kind upon the company.

NAME AND ADDRESS OF CERTIFICATE HOLDER:

Secretary of State
 State House
 Providence, R.I. 02903

DATE ISSUED: April 22, 1980

Frank B. Hall & Co. of Massachusetts
 By *David Z. Webster*
 AUTHORIZED REPRESENTATIVE

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

SEVENTH. The address of the initial registered office of the corporation is 2200 Industrial Bank Bldg., Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Edwin G. Torrance

EIGHTH. ~~The number of directors constituting the initial board of directors of the corporation is and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:~~

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
William R. Powers III, President	42 Weybosset Street, Prov., RI
Thomas J. McAndrew, Treasurer and Secretary	42 Weybosset Street, Prov., RI

NINTH. The name and address of each incorporator is:

Name	Address
William R. Powers III	42 Weybosset Street, Prov., RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon the filing of these articles of incorporation with the Rhode Island Secretary of State

Dated April 23, 1980

William R. Powers III

