



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

Fee: \$230.00

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

**Business Corporation
Articles of Incorporation**

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

ARTICLE I

The name of the corporation is Dr. Ronald N. Mancini & Associates, Inc.

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

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(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>
CWP	\$0.0100	1,000.00

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:

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 259 COUNTY ROAD
City or Town: BARRINGTON State: RI Zip: 02806

The name of its initial registered agent at such address is JONATHAN J FITTA, ESQ.

ARTICLE IV

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.

ARTICLE V

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

1. THE CORPORATION MAY, FROM TIME TO TIME, AND IN CONFORMITY WITH THE PROVISIONS OF THE RHODE ISLAND BUSINESS CORPORATION ACT, 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.

2. EXCEPT FOR THOSE ACTIONS EXCLUDED BY SECTION 7-1.2-707 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL THE SHAREHOLDERS ENTITLED TO VOTE THEREON IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON WERE PRESENT. IN THE EVENT OF SUCH WRITTEN ACTION, PROMPT NOTICE OF SUCH ACTION SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF SUCH MEETING WERE HELD.

3. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S DUTY AS A DIRECTOR PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH DIRECTOR: (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR TO ITS STOCKHOLDERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) UNDER SECTION 7-1.2-811 OF THE RHODE ISLAND BUSINESS CORPORATION ACT; OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SUCH TRANSACTION IS PERMITTED BY SECTION 7-1.2-807 OF THE RHODE ISLAND BUSINESS CORPORATION ACT.

4. THE STOCK OF THE CORPORATION IS SUBJECT TO TRANSFER RESTRICTIONS CONTAINED IN ITS BYLAWS AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF THE CORPORATION. CERTIFICATES OF STOCK OF THE CORPORATION ARE TRANSFERABLE ONLY UPON COMPLIANCE WITH THE PROVISIONS OF SAID TRANSFER RESTRICTIONS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	RONALD N. MANCINI	366 HOPE STREET BRISTOL, RI 02809 USA

ARTICLE VII

These Articles of Incorporation 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 5 Day of November, 2012 at 1:25:30 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or*

acknowledgement 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.

RONALD N. MANCINI

Form No. 100
Revised 09/07

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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

