



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 Gupta Management Company, 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>
CNP	\$0.0000	2,000.00

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:

NONE; HOWEVER, SHARES OF STOCK OF THE CORPORATION MAY BE SUBJECTED TO RESTRICTIONS ON THE TRANSFER THEREOF UNDER DULY ADOPTED BYLAW PROVISIONS AND/OR UNDER ANY AGREEMENT TO WHICH THE CORPORATION SHALL BE A PARTY.

**ARTICLE III**

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

No. and Street: 4 ST. ANDREWS WAY  
City or Town: BARRINGTON State: RI Zip: 02806

The name of its initial registered agent at such address is RAKESH M. GUPTA

**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:

THE FOLLOWING ADDITIONAL PROVISIONS ARE HEREBY ESTABLISHED FOR THE MANAGEMENT, CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION, AND FOR CREATING, LIMITING, DEFINING AND REGULATING THE POWERS OF THIS CORPORATION AND OF ITS DIRECTORS AND STOCKHOLDERS:

(A) THE BOARD OF DIRECTORS IS AUTHORIZED AND EMPOWERED FROM TIME TO TIME, IN ITS DISCRETION, TO MAKE, AMEND OR REPEAL THE BY-LAWS, IN PART OR IN WHOLE, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR BY THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDERS.

(B) THE BOARD OF DIRECTORS SHALL HAVE FULL POWER AND AUTHORITY TO DETERMINE THE TERMS AND MANNER OF ISSUE, INCLUDING, BUT NOT LIMITED TO, THE CONSIDERATION THEREOF, AND TO ISSUE OR CAUSE THE ISSUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION NOW OR FROM TIME TO TIME HEREAFTER AUTHORIZED.

(C) MEETINGS OF STOCKHOLDERS MAY BY HELD OUTSIDE THE STATE OF RHODE ISLAND AT SUCH LOCATION WITHIN THE UNITED STATES AS THE BOARD OF DIRECTORS MAY DETERMINE. THE BOOKS OF THIS CORPORATION MAY BE KEPT (SUBJECT TO ANY PROVISION CONTAINED IN THE STATUTES) AT SUCH PLACE OR PLACES WITHIN THE STATE OF RHODE ISLAND AS MAY BE DESIGNATED FROM TIME TO TIME BY THE BOARD OF DIRECTORS OR IN THE BY-LAWS OF THIS CORPORATION. ELECTION OF DIRECTORS NEED NOT BE BY BALLOT UNLESS SO REQUESTED BY ANY STOCKHOLDER ENTITLED TO VOTE THEREON.

(D) EACH PERSON WHO SHALL BE, OR SHALL HAVE BEEN, A DIRECTOR OR OFFICER OF THE CORPORATION OR WHO SHALL SERVE, OR HAVE SERVED, AT ITS REQUEST AS A DIRECTOR OR OFFICER OF ANOTHER CORPORATION, OR AS A TRUSTEE OR OFFICER OF AN ASSOCIATION OR TRUST, IN WHICH THE CORPORATION OWNS STOCK OR SHARES, OR OF WHICH THE CORPORATION IS A CREDITOR, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL LIABILITIES AND EXPENSES AT ANY TIME IMPOSED UPON OR REASONABLY INCURRED BY HIM IN CONNECTION WITH, ARISING OUT OF OR RESULTING FROM, ANY ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL, IN WHICH HE MAY BE INVOLVED OR WITH WHICH HE MAY BE THREATENED BY REASON OF HIS THEN SERVING OR THERETOFORE HAVING SERVED AS DIRECTOR TRUSTEE OR WHETHER OR NOT HE SHALL BE SERVING AS SUCH DIRECTOR, TRUSTEE OR OFFICER AT THE TIME ANY OR ALL OF SUCH LIABILITIES OR EXPENSES SHALL BE IMPOSED UPON OR INCURRED BY HIM. THE MATTERS COVERED BY THE FOREGOING INDEMNITY SHALL INCLUDE ANY AMOUNTS PAID BY ANY SUCH PERSON IN COMPROMISE OR SETTLEMENT IF SUCH COMPROMISE OR SETTLEMENT SHALL BE APPROVED AS IN THE BEST INTEREST OF THE CORPORATION BY RESOLUTION OF DISINTERESTED STOCKHOLDERS HOLDING A MAJORITY OF THE SHARES OF STOCK ENTITLED TO VOTE, PRESENT OR REPRESENT AT A MEETING CALLED FOR THE PURPOSE; BUT SUCH MATTERS SHALL NOT INCLUDE LIABILITIES OR EXPENSES IMPOSED OR INCURRED IN CONNECTION WITH ANY MATTERS AS TO WHICH SUCH PERSON SHALL BE FINALLY ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTEREST OF THE CORPORATION. SUCH INDEMNIFICATION MAY INCLUDE PAYMENT BY THE CORPORATION OF EXPENSES INCURRED IN DEFENDING ANY SUCH ACTION, SUIT OR PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION THEREOF, UPON RECEIPT OF AN UNDERTAKING BY THE

PERSON INDEMNIFIED TO REPAY SUCH [PAYMENT IF HE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS ARTICLE.

EACH PERSON WHO SHALL BE OR BECOME A DIRECTOR, TRUSTEE OR OFFICER AS AFORESAID SHALL BE DEEMED TO HAVE ACCEPTED AND TO HAVE CONTINUED TO SERVE IN SUCH OFFICE IN RELIANCE UPON THE INDEMNITY HEREIN PROVIDED. THESE INDEMNITY PROVISIONS SHALL BE SEPARABLE, AND IF ANY PORTION THEREOF SHALL BE FINALLY ADJUDGED TO BE INVALID, SUCH INVALIDITY SHALL NOT AFFECT ANY OTHER PORTION WHICH CAN BE GIVEN EFFECT. THESE INDEMNITY PROVISION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHT WHICH ANY DIRECTOR, TRUSTEE OR OFFICER MAY HAVE OR HEREAFTER ACQUIRE, WHETHER UNDER ANY BY-LAW, VOTE OF STOCKHOLDERS, AGREEMENT, JUDGMENT, DECREE, PROVISION OF LAW, OR OTHERWISE, AND THESE INDEMNITY PROVISIONS AND ALL OTHER SUCH RIGHTS SHALL BE CUMULATIVE.

THE BOARD OF DIRECTORS MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE OR OTHER AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE OR OTHER AGENT OF ANOTHER CORPORATION OF WHICH THE CORPORATION IS OR WAS A STOCKHOLDER OR CREDITOR, AGAINST ANY LIABILITY INCURRED BY HIM IN ANY SUCH CAPACITY OR ARISING OUT OF HIS STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY HIM AGAINST SUCH LIABILITY.

(E) NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON, FIRM OR CORPORATION SHALL, IN THE ABSENCE OF FRAUD, IN ANY WAY BE AFFECTED OR INVALIDATED, NOR SHALL ANY DIRECTOR BE SUBJECT TO SURCHARGE WITH RESPECT TO ANY SUCH CONTRACT OR TRANSACTION, BY THE FACT THAT SUCH DIRECTOR, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER, OR ANY CORPORATION OF WHICH ANY DIRECTOR IS A STOCKHOLDER, OFFICER OR DIRECTOR, IS A PARTY TO, OR MAY BE PECUNIARLILY OR OTHERWISE INTERESTED IN, SUCH CONTRACT OR TRANSACTION, PROVIDED THAT THE FACT THAT SUCH PERSONS, FIRM OR CORPORATION IS SO INTERESTED IS NOT KNOWN TO THE BOARD OF DIRECTORS PRIOR TO, OR IS NOT DISCLOSED TO THE BOARD OF DIRECTORS AT THE MEETING AT WHICH, OR PRIOR TO DIRECTORS EXECUTING THEIR WRITTEN CONSENTS BY WHICH ACTION TO AUTHORIZE, RATIFY OR APPROVE SUCH CONTRACT OR TRANSACTION SHALL BE TAKEN. ANY DIRECTOR OF THE CORPORATION MAY VOTE UPON OR GIVE HIS WRITTEN CONSENT TO ANY CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY SUBSIDIARY OR AFFILIATED CORPORATION WITHOUT REGARD TO THE FACT THAT HIS IS ALSO A DIRECTOR OR OFFICER OF SUCH SUBSIDIARY OR AFFILIATED CORPORATION.

(F) EACH DIRECTOR OR OFFICER OF THE CORPORATION SHALL, IN THE PERFORMANCE OF HIS DUTIES, BE FULLY PROTECTED IN RELYING IN GOOD FAITH UPON THE BOOKS OF ACCOUNT OF THE CORPORATION, REPORTS MADE TO THE CORPORATION BY AND OF ITS OFFICERS EMPLOYEES OR BY COUNSEL, ACCOUNTANTS, APPRAISERS OR OTHER EXPERTS OR CONSULTANTS SELECTED WITH REASONABLE CARE BY THE DIRECTORS OR OFFICERS OF THE CORPORATION OR UPON OTHER RECORDS OF THE CORPORATION.

(G) IN FURTHERANCE, AND NOT IN LIMITATION, OF THE PURPOSES ENUMERATED IN ARTICLE 2 HEREOF, THE CORPORATION SHALL HAVE ALL THE POWERS CONFERRED

BY STATE OF RHODE ISLAND GENERAL LAWS, PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH CHAPTER 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND OR ANY OTHER APPLICABLE PROVISION OF THE RHODE ISLAND GENERAL LAWS.

(H) EXCEPT AS MAY BE OTHERWISE PROVIDED HEREIN, THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF ORGANIZATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON STOCKHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

#### ARTICLE VI

The name and address of the each incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	RAKESH M. GUPTA	4 ST. ANDREWS WAY BARRINGTON , RI 02806 USA
INCORPORATOR	NEENA R. GUPTA	4 ST. ANDREWS WAY BARRINGTON , RI 02806 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 31 Day of December, 2012 at 10:25:33 AM 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.*

RAKESH M. GUPTA  
NEENA R. GUPTA

Form No. 100  
Revised 09/07



# 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*

