

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2014 NOV 10 PM 2:30
SECRETARY OF STATE
CORPORATIONS DIV

PROFESSIONAL SERVICE CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 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 Alan G. Wolfe, CPA and Company, PC

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

2. The profession to be practiced through the professional service corporation is accounting services

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

(a) If only one class: Total number of shares 600 (without 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:

see attached

4. The address of the initial registered office of the corporation is:

321 South Main Street, Suite 301

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent at

such address is Alan G. Wolfe

(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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BY NE #292307

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

None

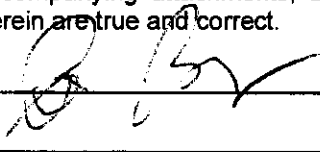
8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard Bogue	50 Exchange Terrace, Suite 320, Providence, RI 02903

9. 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 _____

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: 11/10/14



Signature of each Incorporator

FIFTH. Provisions dealing with the preemptive rights of shareholders pursuant to 7-1.2-613 of the General Laws, 1956, as amended: No holder of any shares of Common stock of this Corporation shall transfer any such stock without first offering this Corporation the opportunity to purchase said shares at the lowest price at which he/she is willing to dispose of the same. Said offer shall be in writing and shall include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his/her shares if his/her said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation (or in case the stockholder making such offer be the Secretary, then to the President) and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders of the Corporation, to be held within twenty (20) days after the receipt of said offer for the purpose of taking action with respect to the same. This Corporation, through its Board of Directors, or if no Board of Directors, then its stockholders, shall have ten (10) days after the time fixed for the holding of such special meeting of the Board of Directors, or if no Board of directors, then of the stockholders, to accept or reject said offer, and until action thereof shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of said shares shall be made by the stockholder submitting the offer. If, however, the Corporation shall reject said offer, or if no action shall be taken by the Board of Directors, or if no Board of Directors, then by the stockholders, prior to the expiration of said ten (10) days, said stockholder shall then offer said shares to the other Common stockholders of the Corporation, such offer to such stockholders to be in proportion to their respective existing Common stockholdings in the Corporation. Said stockholders shall have ten (10) days from the receipt of the written offer from the stockholder proposing to sell his/her shares to accept or reject said offer and to pay the purchase price of said shares to the selling stockholder. If any one or more of said stockholders shall not elect to purchase his/her proportionate part of the shares contained in said offer, then the remaining Common stockholders shall have the right to purchase said shares in proportion to their respective individual Common shareholdings in the Corporation, with the end in view that no transfer of any shares of the Common stock of this Corporation shall be made to any person who is not a Common stockholder, unless either the Corporation itself or the Common stockholders shall have the opportunity to purchase the shares which it is desired to sell. If neither the corporation nor the stockholders shall purchase said shares, then the stockholder who intends to transfer his/her shares may transfer said shares to any person within three (3) months after the rejection by the Corporation and the other shareholders of his/her offer to sell said shares to the Corporation or to the other stockholders as the case may be. No future offer to transfer said shares shall be made by any such stockholder without again complying with the provisions hereof. All transfers of the Common stock of this Corporation (except transfers upon the death of a stockholder from his/her estate to his/her next of kin or to the legatee or legatees named in his/her will or transfers by a gift inter vivos to any member of the stockholder's family) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its Board of Directors, or if no Board of Directors, then of the stockholders, adopted at a meeting of such Directors, or if no Directors, then of the stockholders, duly held for that purpose may waive the provisions hereof with respect to any particular transfer.

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BY GJE



Travelers 1st ChoiceSM

**ACCOUNTANTS PROFESSIONAL LIABILITY COVERAGE
DECLARATIONS**

POLICY NO. 106195828

Travelers Casualty and Surety Company of America
Hartford, CT 06183
(A Stock Insurance Company, herein called the Company)

Important note: This is a claims-made policy. To be covered, a claim must be first made against an Insured during the policy period or any applicable extended reporting period.

This policy is composed of the Declarations, the Professional Liability Coverage, the Professional Liability Terms and Conditions, and any endorsements attached thereto.

ITEM 1	NAMED INSURED: ALAN G. WOLFE, CPA AND COMPANY, PC Principal Address: 321 SOUTH MAIN ST, SUITE 301 PROVIDENCE, RI 02903
ITEM 2	POLICY PERIOD: Inception Date: November 06, 2014 Expiration Date: November 06, 2015 12:01 A.M. standard time both dates at the Principal Address stated in ITEM 1.
ITEM 3	ALL NOTICES PURSUANT TO THE POLICY MUST BE SENT TO THE COMPANY BY EMAIL, FACSIMILE, OR MAIL AS SET FORTH BELOW: Email: PLclaims@travelers.com FAX: 888-460-6622 Professional Liability Claims Manager Travelers Bond & Financial Products 385 Washington Street, MC 9275-NB08F St. Paul, MN 55102
ITEM 4	COVERAGE INCLUDED AS OF THE INCEPTION DATE IN ITEM 2: Accountants Professional Liability Coverage

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NOV 10 2014

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ITEM 9	FORMS AND ENDORSEMENTS ATTACHED AT ISSUANCE: PTC-1001-1108; APL-1001-1108; PTC-3039-0411; PTC-2003-1108; PTC-2008-1108; PTC-2035-1108; PTC-2067-0411; PTC-19002-0412
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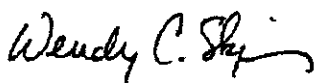
The Declarations, the Professional Liability Terms and Conditions, the Professional Liability Coverage, and any endorsements attached thereto, constitute the entire agreement between the Company and the Insured.

Countersigned By _____

IN WITNESS WHEREOF, the Company has caused this policy to be signed by its authorized officers.



Executive Vice President



Corporate Secretary