



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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CORPORATIONS DIV
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Articles of Incorporation
Business Corporation
Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of the corporation under RIGL 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:		
Perfect Plan Publishing, Inc.		
Is this a close corporation pursuant to <u>RIGL 7-1.2-1701</u> of the General Laws, 1956, as amended? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
2. The total number of shares which the corporation has the authority to issue is: (RIGL 7-1.2-605) (Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
1000	Common	.01
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of <u>RIGL 7-1.2</u> . State any provisions here (optional): Check this box to indicate an attachment. <input type="checkbox"/>		
3. The name and address of the initial registered agent/office of the corporation is:		
Agent Name Richard N. Sayer		
Street Address (NOT a P.O. Box) Sayer Regan & Thayer, LLP, 130 Bellevue Avenue, Newport, RI 02840		
City/Town Newport	State RHODE ISLAND	Zip Code 02840
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with <u>RIGL 7-1.2</u>.		

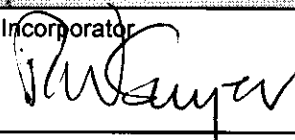
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By 267997

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5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:			
See Exhibit A attached hereto. <div style="text-align: right; margin-top: 10px;"> Check this box to indicate an attachment. <input checked="" type="checkbox"/> </div>			
6. The name and address of each incorporator is: (RIGL 7-1.2-201)			
Name Richard N. Sayer		Address Sayer Regan & Thayer, LLP, 130 Bellevue Ave	
City/Town Newport	State Rhode Island	Zip Code 02840	
Name		Address	
City/Town	State	Zip Code	
Name		Address	
City/Town	State	Zip Code	
7. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX			
<input checked="" type="checkbox"/> Date received (Upon filing)			
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____			
<i>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.</i>			
Signature of Incorporator 		Date Feb 15, 2016	
Signature of Incorporator		Date	
Signature of Incorporator		Date	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

(i) The by-law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article, when used herein

(1) "Directors" means any or all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission of Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against

an Indemnified Person which the Corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 811 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 807 of the Act) from which the person seeking indemnification derived an improper personal benefit.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

