

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt (s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is

Coia & Lepore, Ltd.

(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:

Owning, operating and maintaining an establishment in which the practice of law and related legal services shall be carried on, pursuant to the provisions of the Professional Service Corporations' Statute of the General Laws of Rhode Island, 1956, as amended.

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 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, officers, or employees.

(p) To provide insurance for its benefit on the life of any of its directors, 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 100 without par value

(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.)

or

(b) *If more than one class:* Total number of shares not applicable

(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: None

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

SEVENTH. The address of the initial registered office of the corporation is Suite 1001, 40 Westminster Street, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Albert Lepore

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Two 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 |
|----------------|---|
| Albert Lepore | 33 Devon Street, Providence, R. I. |
| Arthur A. Coia | 128 Olympia Avenue, North Providence, R. I. |
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| | |

NINTH. The name and address of each incorporator is:

| Name | Address |
|----------------|---|
| Albert Lepore | 33 Devon Street, Providence, R. I. |
| Arthur A. Coia | 128 Olympia Avenue, North Providence, R. I. |
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| | |
| | |

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing

Dated

, 1974

Arthur A. Coia
Albert Lepore

STATE OF RHODE ISLAND { City
COUNTY OF Providence { In the Town of Providence

in said county this day of , A.D. 19 74

then personally appeared before me Albert Lepore and Arthur A. Coia

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Kristine M. Shepard
Notary Public

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REC. OF
FEB 27-74 STATE-2704 CD*** 110.00

FEB 27 1974

SIXTH: The restrictions placed on the transferability of the outstanding capital stock of the corporation as hereinafter set forth shall not be applicable so long as there is only one stockholder, but so long as there shall be more than one stockholder of the outstanding capital stock of the corporation, no holder of any of the capital stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he or she is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his or her stock if his or 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. The Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding, to be held within 10 days after the receipt of the said offer, for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding, shall have 30 days after the receipt of said offer to accept or reject said offer, and until action thereon shall be taken or until the expiration of said 30 days, whichever shall first occur, no transfer of any of his or her capital stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said 30 days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement, provided said transferee or transferees shall qualify as eligible stockholders pursuant to the Professional Service Corporations Statute, at any time within six months after the expiration of said 30 days, but not otherwise or thereafter without again complying with the provisions of this article. At any such meeting the shares of stock held by the stockholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the stockholder so submitting said offer shall not be entitled to vote at said meeting. All transfers of the capital stock of the corporation (Except transfers upon the death of a stockholder from his or her estate to his or her next of kin or to the legatee or legatees named in his or her will) are intended to be included in the prohibitions of this Article, 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 vote of the holders of a majority of the shares of the capital stock then outstanding, may waive the provisions of this Article with respect to any particular transfer, but the stock with reference to which said provisions are waived shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the holder of said stock shall not be entitled to vote at said meeting.

Transamerica Insurance Group

☒ TRANSAMERICA

☐ WOLVERINE

☐ PREMIER

☐

CERTIFICATE OF INSURANCE

CERTIFICATE
HOLDER

"TO WHOM IT MAY CONCERN"

Date 2/15/74

This is to certify that the following described policy or policies have been issued to:

NAME AND
ADDRESS

Coia & Lepore
40 Westminster Street, Suite 1001,
Providence, Rhode Island 02903

Location and Remarks:

*Insurance afforded only for hazards indicated by X.

| TYPE OF POLICY | X* | POLICY NUMBER | POLICY PERIOD | LIMITS OF LIABILITY |
|--|----|---------------|---------------|--|
| (A) Standard Workman's Compensation and Employers' Liability | | | | Statutory Workmen's Compensation State of \$ Coverage B Limit |
| (B) General Liability | | | | |
| Bodily Injury Hazards | | | | \$ Each Person |
| Premises—Operations | | | | \$ Each Occurrence |
| Elevators | | | | \$ Aggregate—Products |
| Independent Contractors | | | | \$ Each Occurrence |
| Products | | | | \$ Aggregate—Prem. Oper. |
| Contractual | | | | \$ Aggregate—Protective |
| Property Damage Hazards | | | | \$ Aggregate—Products |
| Premises—Operations | | | | \$ Aggregate—Contractual |
| Elevators | | | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Independent Contractors | | | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Products | | | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Contractual | | | | |
| Collapse | | | | |
| Explosion | | | | |
| Underground | | | | |
| (C) Automobile Liability | | | | |
| Bodily Injury | | | | \$ Each Person |
| Owned Automobiles | | | | \$ Each Occurrence |
| Hired Automobiles | | | | \$ Each Occurrence |
| Non-Owned Automobiles | | | | \$ |
| Property Damage | | | | \$ |
| Owned Automobiles | | | | \$ |
| Hired Automobiles | | | | \$ |
| Non-Owned Automobiles | | | | \$ |
| (D) Other (describe) | | | | \$100,000 each claim |
| Lawyers Professional Liability | X | APC 6839554 | 2/4/74-75 | \$300,000 aggregate (No Deductible) |

Continuation of the policy or policies by the Company. 30 days written notice of suc
cessor to be given to you at the address above.