



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

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SECRETARY OF STATE
CORPORATIONS DIV.
2016 AUG 24 PM 3:42

Article of Incorporation

Professional Service Corporation

→ Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of a professional service corporation under RIGL 7-5.1 and 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

The Law Office of Kenneth R. Rampino, Ltd.

Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☒ Yes ☐ No

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

to engage in the practice of law

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

(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

No Par

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 RIGL 7-1.2. State any provisions here (optional):

Check the box to indicate an attachment. ☐

None at this time.

4. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name

Kenneth R. Rampino, Esq.

Street Address (NOT a P.O. Box)

615 Jefferson Boulevard

City/Town

Warwick

State

RHODE ISLAND

Zip Code

02886

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

3:42

FILED

AUG 24 2016

BY *[Signature]* 282078

FORM 112- Revised: 06/2016

6. 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.

Check the box to indicate an attachment. ☒

7. The name and address of each incorporator is:

Name Kenneth R. Rampino, Esq.	Address 615 Jefferson Boulevard	
City/Town Warwick	State RI	Zip Code 02886
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

8. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the day of 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.

Signature of Incorporator  SIGN DOCUMENT HERE	Date 8-24-16
Signature of Incorporator SIGN DOCUMENT HERE	Date
Signature of Incorporator SIGN DOCUMENT HERE	Date

EXHIBIT "A"

1) A shareholder(s) shall not dispose of all or any part of his/her stock of the corporation, now owned or hereafter acquired by him/her, without the written consent of the other shareholder(s) or in the absence of such written consent, without first giving to the other shareholder(s) and the corporation at least thirty (30) days written notice by certified mail of his/her or its intention to encumber or dispose of the stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the (30) day period, a special meeting of the shareholder(s) shall be called by the corporation. At such meeting all the stock of the shareholders desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or her stock, and such purchase price shall be payable in cash or by certified bank check within sixty (60) days of the exercise of the option.

2) If all of the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Sixth, then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, which option shall be exercised, if at all, at the time of the meeting of the shareholder(s) called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

3) There shall be no Board of Directors of this corporation. Any and all of the powers normally vested in the Board of Directors shall be vested in the Shareholders.

4) The Shareholders of this corporation may act without a meeting, in accordance with the provisions of Section 7-1.1-30.3 of the Rhode Island Business Corporation.

REVISED



DECLARATIONS

**Hanover Professionals
Advantage Portfolio**

THIS IS A CLAIMS-MADE POLICY. PLEASE READ THE POLICY CAREFULLY.

LAWYERS PROFESSIONAL LIABILITY POLICY

Policy Number	Coverage is provided by:	Agency	Agency Code
LHN A602105 01	HANOVER INSURANCE COMPANY 440 LINCOLN STREET WORCESTER, MA 01653	HERBERT H. LANDY INSURANCE	3202156

Issue Date: 08/19/2016
Change Description: Named Insured

Item 1. Named Insured and Address:

KENNETH R. RAMPINO, LTD
LAW OFFICE OF
615 JEFFERSON BOULEVARD
STE 104
WARWICK, RI 02886

Item 2. Policy Period:

Inception Date: 04/17/2016
Expiration Date: 04/17/2017
Endorsement Effective Date: 08/19/2016
12:01 A.M. Standard Time at the address of the **named insured** as stated herein.

Item 3. LIMIT OF LIABILITY:

- a. \$1,000,000 for each claim; not to exceed
- b. \$2,000,000 for all claims in the Aggregate

Item 4. DEDUCTIBLE: \$5,000 each claim N/A Aggregate

Item 5. RETROACTIVE DATE: Full Prior Acts

Item 6. PREMIUM FOR THE POLICY PERIOD:

Policy Coverage Premium: \$7,508.00
Revised Annual Premium: \$7,508
Additional/Return Premium: \$0
Total Amount: \$0.00

Item 8. Forms attached at Issue:

401-1268	(08-12)	U.S. Treasury Department's Office of Foreign Assets Control ("OFAC")
913-0001	(07-10)	Lawyers Professional Liability Policy
913-0091	(03-11)	Claim Reporting Guidelines
913-0095	(07-10)	ERP Policy Holder Notice
913-0098	(07-10)	LPL CEIL Acknowledgement
913-0137	(02-13)	Rhode Island LPL State Amendatory Endorsement
SIG-1100	(08-14)	Signature Page

Item 9. Forms attached by Endorsement:

Item 10. Producer Name and Address:

HERBERT H. LANDY INSURANCE
75 SECOND AVE., SUITE 410 NEEDHAM MA 02494

CERTIFICATE OF INSURANCE

ISSUE DATE 08/18/2016

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

PRODUCER

Herbert H. Landy Ins. Agency, Inc.
75 Second Avenue, #410
Needham, MA 02194-2876

COMPANIES AFFORDING COVERAGE
Hanover Insurance Group

INSURED

Kenneth R Rampino, Ltd
Law Office of
615 Jefferson Blvd Ste 104
Warwick RI 02886

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

POLICY NO. LHN A602105 01
POLICY TERM: 04/17/2016 - 04/17/2017
LIMITS OF LIABILITY: \$ 1,000,000.00 each claim;
\$ 2,000,000.00 annual aggregate;
DEDUCTIBLE: \$ 5,000.00 each claim;
No prior acts limitation applies.
Coverage is on a claims-made basis.

DESCRIPTION OF OPERATIONS

Lawyers Professional Liability.

COMMENT

Kenneth J Rampino is an insured member of Kenneth R Rampino, Ltd the named insured of this policy.

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Betsy A. Rampino