



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

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 STATE
 DEPT. OF STATE
 DIV.
 2017 MAY 18 AM 10:59

Articles of Incorporation
DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: Delaney & Chapelle Inc.		
Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☒ Yes ☐ No		
2. 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
5,000	Common	No par value
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. ☐		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Dante J. Giammarco, Esquire		
Street Address (NOT a P.O. Box) 2374 Post Road, Suite 105		
City/Town Warwick	State RHODE ISLAND	Zip Code 02886
4. The corporation has the purpose of engaging in any lawful business, and 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

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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 attached addendum.

Check the box to indicate an attachment. ☒

6. The name and address of each incorporator is:

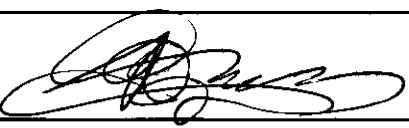
Name Richard Chapelle	Address Two Thomas Lane	
City/Town Cranston	State RI	Zip Code 02921
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

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

☒ 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.

Type or Print Name of Incorporator Richard Chapelle	Date 5 / 16 / 12
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

ADDENDUM TO ARTICLES OF INCORPORATION OF
Delaney & Chapelle Inc.

5(a). The corporation shall have the authority to guarantee any bonds, securities, or evidences of indebtedness created by; or dividends on; or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation, or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

5(b). The corporation shall have the authority to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, as may be permitted by law.

5(c). The corporation shall have the authority to promote or assist, financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals, or associations of all kinds, and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

5(d). Sections 7-1.2-707 and 7-1.2-810 of the Rhode Island General Laws (1956), as amended, are hereby adopted.

5(e). The corporation, or any subsidiary of affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer or as an employee or agent of the corporation or any subsidiary or affiliated company thereof from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer or an employee or agent of the corporation or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer or as such employee or agent, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of (i) any breach of said person's duties of loyalty or fiduciary duties to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve willful misconduct, gross negligence, or knowing violation of law; or (iii) a transaction or transactions from which the person seeking indemnification derived improper personal benefit. The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation and its directors and officers and its employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.

5(f). Meetings of the stockholders of the corporation may be held anywhere in the United States of America.

5(g). The corporation may be a partner, member, or other participant in a business entity to the extent permitted by applicable law.

6(h). All of the powers, rights, and duties normally vested in the Board of Directors of the corporation, to the extent permitted by applicable law, shall instead be vested in the stockholders of the corporation.



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:

May 18, 2017 10:59 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

