



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

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2018 MAR 28 AM 11:35

**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: <b>Rome Properties Inc.</b>		
Is this a close corporation pursuant to RIGL 7-1.2-1701 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: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
<b>Total Authorized Shares (Number of Shares)</b>	<b>Class of Stock</b>	<b>Par Value Per Share</b>
1,000	Common	\$0.01
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 RIGL 7-1.2. State any provisions here (optional):		
Check the box to indicate an attachment <input type="checkbox"/>		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name <b>Dante J. Giammarco, Esquire</b>		
Street Address (NOT a P.O. Box) <b>2374 Post Road, Suite 105</b>		
City/Town <b>Warwick</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02886</b>
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

**FILED**

**MAR 28 2018**

BY 321550  
11:35

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 Addendum, attached hereto and made a part hereof.

Check the box to indicate an attachment ☐

6. The name and address of each incorporator is:

Name <b>Dante J. Giammarco, Esquire</b>	Address <b>2374 Post Road, Suite 105</b>	
City/Town <b>Warwick</b>	State <b>RI</b>	Zip Code <b>02886</b>
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 ONE ONLY BOX**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date 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 <b>Dante J. Giammarco, Esquire</b>	Date <b>3/23/2018</b>
--	--------------------------

Signature of Incorporator <i>Dante J. Giammarco</i>	DOCUMENT HERE
--	---------------

Type or Print Name of Incorporator	Date
------------------------------------	------

Signature of Incorporator	SIGN DOCUMENT HERE
---------------------------	--------------------

Type or Print Name of Incorporator	Date
------------------------------------	------

Signature of Incorporator	SIGN DOCUMENT HERE
---------------------------	--------------------

**ADDENDUM TO ARTICLES OF INCORPORATION OF  
ROME PROPERTIES INC.**

5(a). No stock may be pledged as security for any loan by the owner thereof without first having obtained a written consent approved by a unanimous vote of all the stockholders. Stock may be freely transferred, whether or not for adequate consideration, to the present stockholders and to any of their lineal ancestors and descendants, spouses, or siblings, and to issue of their siblings; provided, however, that any such transferee shall hold his shares subject to the restrictions set forth herein.

5(b). Notwithstanding the foregoing, nothing contained herein shall be construed as releasing any such stock from any applicable state or federal laws or regulations concerning transfer of the same. Further, any such stock transferred in accordance with this Agreement shall, to the extent permitted by law, continue to be subject to the terms hereof and the transferee shall be deemed to have consented to the terms of these by-laws. Upon delivery of such stock, such transferee shall be bound hereby and shall, on request of the Corporation, execute such acknowledgment or other documentation as the Corporation may request.

5(c). 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(d). 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(e). 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(f). Sections 7-1.1-30.3, and 7-1.1-39.1 of the Rhode Island General Laws (1956), as amended, are hereby adopted.

5(g). The corporation, or any subsidiary or 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 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 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, 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 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(h).** Meetings of the stockholders of the corporation may be held anywhere in the United States of America.

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

**5(j).** No vote of the stockholders shall be declared adopted without a majority vote of all the capital stock issued and outstanding entitled to vote thereon voting in favor thereof.

**5(k).** 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.