



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Fee: \$230.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Business Corporation  
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is J RAYMOND PEARSON JR., CPA Inc

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

**ARTICLE II**

The total number of shares which the corporation has authority to issue is:  
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

| Class of Stock | Par Value Per Share | Total Authorized Shares<br><i>Number of Shares</i> |
|----------------|---------------------|----------------------------------------------------|
| CNP            | \$0.0000            | 8,000.00                                           |

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

PROVISIONS (IF ANY) DEALING WITH THE PREEMPTIVE RIGHT OF SHAREHOLDERS  
PURSUANT TO §7-1.1-24 OF THE GENERAL LAWS, 1956, AS AMENDED:

NO STOCKHOLDERS, INCLUDING THEIR HEIRS, EXECUTORS OR ASSIGNORS SHALL  
SELL ANY OF HIS COMMON STOCK WITHOUT FIRST OFFERING THE SAME TO THE  
CORPORATION AT THE LOWEST PRICE AT WHICH HE IS WILLING TO DISPOSE OF  
THE SAME, SAID OFFER TO BE IN WRITING AND TO INCLUDE A STATEMENT OF THE  
NAMES AND ADDRESS OF TRANSFEREE OR TRANSFEREES TO WHOM THE STOCKHOLDER  
INTENDS TO SELL AND TRANSFER HIS STOCK IF HIS SAID OFFER IS NOT  
ACCEPTED BY THE CORPORATION AS HEREINAFTER PROVIDED. SAID OFFER AND  
STATEMENT SHALL BE ADDRESSED TO THE CORPORATION AND SHALL BE SENT BY  
REGISTERED MAIL TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS  
OR SHALL BE DELIVERED PERSONALLY TO THE PRESIDENT, TREASURER, OR  
SECRETARY OF THE CORPORATION. THE CORPORATION SHALL HAVE THIRTY DAYS  
AFTER THE DATE OF DELIVERY OF SAID OFFER AND STATEMENT TO ACCEPT OR  
REJECT SAID OFFER AND UNTIL ACTION THEREON SHALL BE TAKE OR UNTIL THE  
EXPIRATION OF SAID THIRTY DAYS, WHICHEVER SHALL FIRST OCCUR, NO  
TRANSFER OF SUCH STOCK SHALL BE MADE BY THE STOCKHOLDER PERMITTING THE  
OFFER, BUT IF THE CORPORATION SHALL REJECT SAID OFFER OR IF NO ACTION  
SHALL BE TAKEN PRIOR TO THE EXPIRATION OF SAID THIRTY DAYS, SUCH  
STOCKHOLDER MAY THEN SELL SAID STOCK AT NOT LESS THAN THE PRICE FIXED  
IN SAID OFFER TO ANY TRANSFEREE OR TRANSFEREES DESCRIBED IN THE SAID  
STATEMENT AT ANY TIME WITHIN THREE MONTHS AFTER THE EXPIRATION OF SAID  
THIRTY DAYS, BUT NOT OTHERWISE OR THEREAFTER WITHOUT AGAIN COMPLYING  
WITH THE PROVISIONS OF THIS PARAGRAPH. TRANSFER BY WAY OF PLEDGE,  
ATTACHMENT OR OTHER ENCUMBRANCES ARE INTENDED TO BE INCLUDED IN THE

FOREGOING PROVISIONS SHALL BE VOID. THE CORPORATION BY RESOLUTION OF ITS SHAREHOLDERS, HOWEVER, MAY WAIVE THE FOREGOING PROVISIONS WITH RESPECT TO ANY PARTICULAR TRANSFER.

### ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 1130 TEN ROD ROAD,  
BLDG F, SUITE 206

City or Town: NORTH KINGSTOWN

State: RI

Zip: 02852

The name of its initial registered agent at such address is J RAYMOND PEARSON JR

### ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

### ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

PROVISIONS (IF ANY) FOR THE REGULATIONS OF THE INTERNAL AFFAIRS OF THE CORPORATION:

THE CORPORATION SHALL HAVE NO BOARD OF DIRECTORS. THE BYLAWS OF THE CORPORATION SHALL BE SIGNED BY EACH SHAREHOLDER WHO SHALL THEREON BE

BOUND THEREBY, AS A CONTRACT BETWEEN HIM OR HER, THE CORPORATION; AND ALL OTHER SHAREHOLDERS, SUBJECT TO MODIFICATION IN ACCORDANCE WITH THE

TERMS THEREON. INCORPORATION SHALL REQUIRE THE UNANIMOUS VOTE OF ALL SHAREHOLDERS. ALL SHARES ISSUED SUBSEQUENT TO THE INITIAL ISSUANCE OF THE CORPORATION SHALL REQUIRE THE UNANIMOUS VOTE OF ALL SHAREHOLDERS.

### ARTICLE VI

The name and address of the each incorporator is:

| Title        | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country             |
|--------------|------------------------------------------------|------------------------------------------------------------------------|
| INCORPORATOR | J RAYMOND RAYMOND PEARSON JR.                  | 1130 TEN ROD ROAD,, BLDG F, SUITE 206<br>NORTH KINGSTOWN, RI 02852 USA |

### ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date: 08/15/2018

**Signed this 15 Day of August, 2018 at 3:19:51 PM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

J RAYMOND RAYMOND PEARSON JR.

Form No. 100  
Revised 09/07

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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:

August 15, 2018 03:17 PM

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*

