

Filing Fee \$150.00

**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 87413

**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 ACCOUNT-EZE, INC.

(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:

See Attached Schedule A

**FILED**  
DEC 28 1995  
By CP#36-153167

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: 8,000

(a) *If only one class:* Total number of shares 8,000 - par value \$1.00

(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 .....

(State (A) the number of 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:

See Attached Schedule B

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

See Attached Schedule C

SEVENTH. The address of the initial registered office of the corporation is  
One Park Row, Providence, RI 02903-1235 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Martin K. Donovan, Esq.

*Martin K. Donovan, Esq.*  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 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
Patricia Heath	P.O. Box 231 Old Victory Highway Pascoag, RI 02859

NINTH. The name and address of each incorporator is:

Name	Address
Martin K. Donovan, Esq.	Martin K. Donovan, Esq. One Park Row Providence, RI 02903-1235

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

January 1, 1996

STATE OF RHODE ISLAND } In the City } of Providence  
COUNTY OF PROVIDENCE } ~~Providence~~ }

in said county this 28th day of December, A.D. 19 95  
then personally appeared before me Martin K. Donovan, Esq.

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.

  
Notary Public  
NOTARY PUBLIC

## SCHEDULE A

### CONTINUATION OF ARTICLE THIRD

(1) The purpose for which the corporation is organized is to render the following services: To maintain, examine, inspect, and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to prepare financial statements; to compile statistics as an aid to the officers of corporations and other persons in making of reports and statements required by tax laws; to express an opinion in regards to the accuracy of financial statements; to perform all such acts or supply all such services as are commonly performed or supplied by bookkeepers, accountants and management consultants; and to do all things incidental and necessary to the accomplishment of the foregoing purposes.

(2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignments, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

**PAGE TWO OF SCHEDULE A**

(3) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make perform, and carry out, contacts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Rhode Island on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are not in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

(7) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(8) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Rhode Island upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amending thereof and supplemental thereto.

## **SCHEDULE B**

### **CONTINUATION OF CLAUSE FIFTH**

Pre-emptive rights of shareholders shall be as provided in Section 7-1.1-24 of RIGL, 1956, as amended; and

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without the written consent of the other shareholders, or in the absence of such written consent, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his, hers or its intention to encumber or dispose of 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 thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder 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, hers or its stock, and such purchase price shall be payable in cash or by certified or 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 Fifth, 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 shareholders (other), which option shall be exercised, if at all, at the time of the meeting of shareholders 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.

## SCHEDULE C

### CONTINUATION OF ARTICLE SIXTH

The directors may make, amend or repeal the By-Laws in whole or in part except with respect to any provisions these By-Laws or By-Law require action by the stockholders. The stock issued by this Corporation will be issued in accordance with the provisions of the Internal Revenue Code, Section 1244, as amended and the capitalization will not exceed One Hundred Thousand (\$100,000.00) Dollars.

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders:

a) The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which By-Law or the By-Laws requires action by the stockholders.

b) The corporation may be a partner in any business enterprise it would have power to conduct by itself.

c) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

1. such contract, transactions or act shall not be in any way invalidated or otherwise affected by that fact.
2. no such director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
3. any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorized any such contract, transaction or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director; officer, stockholder, shareholder, trustee, member or beneficiary of any concern; and

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.