

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. #

90717

**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 I. C. Management, Inc.

~~A close corporation pursuant to § 7-1.1-61 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:

asset holding, management and leasing, and any other lawful purpose for which a corporation may be formed.

In furtherance of said purposes, the corporation shall have all powers necessary and convenient to effect the same in accordance with the provisions of Section 7-1.1-4 of the General Laws of Rhode Island, 1956, as amended.

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

(a) *If only one class:* Total number of shares .....4000.....

(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.)

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:

No stockholder shall sell any of his common stock without first offering the same to the corporation to 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 addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his said 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 (30) days after the date of delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until expiration of the said thirty days, whichever shall first occur, no transfer of such stock shall be made by the shareholder submitting the offer. If the corporation shall reject said offer or if no action shall be taken by it prior to the expiration of the 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 said statement within three months after the expiration of said thirty day period, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph. The corporation, by resolution, may waive the foregoing provisions with respect to any particular transaction. Any transfer contrary to the foregoing provisions shall be void.

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

Indemnification of Directors, Officers and Employees: Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, of any claim or suit to which he or she may be made a party, or in which he or she may become involved, by reason of being or having been a director, officer or employee of the corporation, or any settlement thereof, whether or not he or she is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged legally guilty of misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled under the general corporation laws of the State of Rhode Island.

SEVENTH. The address of the initial registered office of the corporation is  
3010 Post Road, Warwick, Rhode Island 02886 (add Zip Code)

and the name of its initial registered agent at such address is: .....

Paul M. Finstein, Esquire

  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none (0) 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
to be elected	

NINTH. The name and address of each incorporator is:

Name	Address
Paul M. Finstein, Esquire	3010 Post Road, Warwick, Rhode Island 02886

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

immediately upon filing

STATE OF RHODE ISLAND

COUNTY OF Kent

} In the City  
of ~~Town~~

} of Warwick

in said county this 1st day of August, A.D. 1974

then personally appeared before me Paul M. Einstein, Esquire

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.

Carol G. Augusty

Notary Public