

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

1-5

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

PAUL P. BAILLARGEON, 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:

(a) The Corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Rhode Island. Such persons shall practice the profession of law in accordance with all rules for professional conduct promulgated by the Supreme Court of the State of Rhode Island. The Corporation shall at all times comply with standards of professional conduct promulgated by such court.

(b) The Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Rhode Island law only in furtherance of and subject to the limitations stated in the preceding paragraph designated 3(a).

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 100

(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 the 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.)

(c) All shareholders of the Corporation shall be persons duly licensed by the Supreme Court of the State of Rhode Island to practice law in the State of Rhode Island. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of law in the offices of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the Corporation shall be sold or transferred in accordance with the provisions of paragraph Fifth.

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

(a) Within thirty (30) days after any shareholder ceases to be eligible to be a shareholder, the Corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in paragraph Fourth (c). The price to be paid by the Corporation and the schedule of payments shall be as specified in the Bylaws, and if no price or schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.

(b) The shareholders of the Corporation shall be jointly and severally liable for all acts, errors and omissions of the employees of the Corporation.

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

Any action required or permitted to be taken at a meeting of shareholders by 7-1, 1-30.3 of the General Laws may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon under the provisions of 7-1, 1-30.3.

Powers normally vested in the Board of Directors under the provisions of 7-1, 1-51 are vested in the President of the Corporation.

The Corporation may, from time to time distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1, 1-41 and 7-1, 1-51.

The Corporation shall have power to indemnify any person who was or is a party to a suit or proceeding, civil or criminal, under the provisions of 7-1, 1-4.1.

SEVENTH. The address of the initial registered office of the corporation is 800 Providence Street, Woonsocket, Rhode Island 02895 (add Zip Code) and the name of its initial registered agent at such address is:

Paul P. Baillargeon

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (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
Paul P. Baillargeon	800 Providence Street, Woonsocket, RI

NINTH. The name and address of each incorporator is:

Name	Address
Paul P. Baillargeon	800 Providence Street, Woonsocket, RI

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

JANUARY 23
~~DECEMBER 9~~, 1978

Dated December 9, 1977

Paul P. Baillargeon

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.

Jacqueline Gauthier
Notary Public

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