

Filing Fee \$150.00

ID Number: 105047



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

FEB 24 1999

By 105921114

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:

1. The name of the corporation is DeSimone & Leach a Professional Corporation

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in rendering professional legal services as attorneys in the  
practice of law; to engage in any lawful activities related thereto; and for  
any other lawful purpose.

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

(a) If only one class: Total number of shares 1,200 (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.):

All of such share are 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 Chapter 7-1.1 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.)

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

None

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

There shall be no Board of Directors of the corporation and any and all powers normally vested in the Board of Directors shall be vested in the stockholders of the corporation.

7. The address of the initial registered office of the corporation is 49 Weybosset Street, 5th Floor  
(Street)  
Providence, RI 02903 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)

Bruce A. Leach

8. The number of directors constituting the initial board of directors of the corporation is None 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify)

Title	Name	Address
President	Herbert F. DeSimone, Jr.	49 Weybosset St., 5th Floor, Providence, RI 02903
Vice President	Douglas R. DeSimone	49 Weybosset St., 5th Floor, Providence, RI 02903
Secretary/Treasurer	Bruce A. Leach	49 Weybosset St., 5th Floor, Providence, RI 02903

9. The name and address of each incorporator is:

Name	Address
<u>Bruce A. Leach</u>	<u>49 Weybosset St., 5th Floor, Providence, RI 02903</u>
<u></u>	<u></u>
<u></u>	<u></u>

10. Date when corporate existence to begin: Upon the filing of these Articles of Incorporation.  
(not more than 30 days after filing of these articles of incorporation)

Dated February 24, 19 99

Bruce A. Leach  
\_\_\_\_\_  
Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 24<sup>th</sup> day of February, 1999, personally appeared before me Bruce A. Leach  
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.

Nelia Costa  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10/30/00

# ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)  
2/23/99

**PRODUCER**

Aon Risk Services, Inc, of MA  
99 High Street  
Boston, MA 02110-3271

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

**COMPANIES AFFORDING COVERAGE**

COMPANY

A Twin City Fire Insurance Co

COMPANY

B

COMPANY

C

COMPANY

D

**INSURED**

DeSimone & Leach  
a Professional Corporation  
49 Waybosset Street  
Providence, RI 02903

**COVERAGES**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT				GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ PERSONAL & ADV INJURY \$ EACH OCCURRENCE \$ FIRE DAMAGE (Any one fire) \$ MED EXP (Any one person) \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS				COMBINED SINGLE LIMIT \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$
	<b>GARAGE LIABILITY</b> <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY \$ EACH ACCIDENT \$ AGGREGATE \$
	<b>EXCESS LIABILITY</b> <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM				EACH OCCURRENCE \$ AGGREGATE \$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> THE PROPRIETOR/PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL				WC STATUTORY LIMITS <input type="checkbox"/> OTH-ER <input type="checkbox"/> EL EACH ACCIDENT \$ EL DISEASE - POLICY LIMIT \$ EL DISEASE - EA EMPLOYEE \$
A	<b>OTHER</b> Lawyers Prof.Liab	LP73127	4/10/98	4/10/99	1,000,000 per claim 2,000,000 aggregate 10,000 per claim

**DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS**

This is a claims made policy and coverage is only in force during the policy period noted on this certificate

**CERTIFICATE HOLDER**

**FILED**

FEB 24 1999

By MOSY

**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

090380000