

State of Rhode Island and Providence Plantations

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 .....  
David Presbrey Architects, A Corporation

(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:

To engage in and carry on the business of rendering professional services by architects and/or professional engineers including, without limitation, preparation of plans, designs and specifications of buildings, developments and improvements of real estate and undertaking the performance of contracts for construction and improvements with regard thereto, to own, operate and otherwise deal in real estate and the constructing, operating and managing of buildings thereon, and to otherwise engage in and carry on any lawful act or activity for which corporations may be organized under the laws of the State of Rhode Island and to have all powers conferred upon corporations organized under the laws of the State of Rhode Island.

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.



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

None

SEVENTH. The address of the initial registered office of the corporation is One Harry St., Cranston, Rhode Island 02907 (add Zip Code)

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

David A. Presbrey

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
David A. Presbrey	One Harry St., Cranston, RI 02907

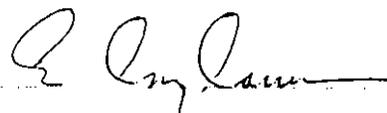
NINTH. The name and address of each incorporator is:

Name	Address
E. Colby Cameron	2700 Hospital Trust Tower Providence, RI 02903

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

Upon the filing of these articles with the Secretary of State.

Dated April 6, 1983.





# Certificate of Insurance

**ACORD**

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

NAME AND ADDRESS OF AGENCY  The Goodrich/Blessing Agency, Inc. One Harry St. Cranston, Rhode Island 02907	<b>COMPANIES AFFORDING COVERAGES</b>  COMPANY LETTER <b>A</b> EVANSTON INSURANCE COMPANY  COMPANY LETTER <b>B</b>  COMPANY LETTER <b>C</b>  COMPANY LETTER <b>D</b>  COMPANY LETTER <b>E</b>
NAME AND ADDRESS OF INSURED  David Presbrey Architects, A Corporation One Harry St. Cranston, Rhode Island 02907	

This is to certify that policies of insurance listed below have been issued to the insured named above and are in force at this time. 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.

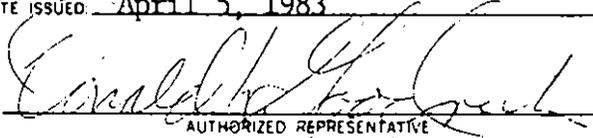
COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES OPERATIONS <input type="checkbox"/> EXPLOSION AND COLLAPSE HAZARD <input type="checkbox"/> UNDERGROUND HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS HAZARD <input type="checkbox"/> CONTRACTUAL INSURANCE <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> PERSONAL INJURY					
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> OWNED <input type="checkbox"/> HIRED <input type="checkbox"/> NON-OWNED					
	<b>EXCESS LIABILITY</b> <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM					
	<b>WORKERS' COMPENSATION and EMPLOYERS' LIABILITY</b>					
<b>A</b>	<b>OTHER Professional Liability Ins.</b>	EE 100480 - 82	11/21/83			\$500,000. Limit of Liability

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES

Any and all operations in design of buildings in Rhode Island.

**Cancellation:** Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to mail 30 days written notice to the below named certificate holder, but failure to mail such notice shall impose no obligation or liability of any kind upon the company.

NAME AND ADDRESS OF CERTIFICATE HOLDER  Secretary of State of Rhode Island State House Providence, Rhode Island
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DATE ISSUED: April 5, 1983  
  
 AUTHORIZED REPRESENTATIVE