

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 GEBHARD & SCOTT, 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 ~~and~~ is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 7-1.1 of the General Laws, 1956, as amended.

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 the 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 Two Thousand (2,000)

(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 such shares are to be without par value.

~~MX~~

~~(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.)~~

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

Each of the holders of the issued and outstanding shares of Common Stock of the corporation shall have the right to subscribe for any new capital stock, whether of a class now existing or hereafter created, or for any securities convertible into capital stock hereafter issued by the corporation in proportion to their respective holdings of stock at the time of such issue.

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

The corporation shall have the right, in case of the sale of shares of stock of any stockholder, to purchase said shares at the lowest price at which such stockholder is willing to sell said shares before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase hereunder within fifteen (15) days after such stockholder shall have notified the corporation in writing of his desire to sell said shares and the price at which he is willing to sell the same, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation said shares, and, if the corporation shall not elect to purchase said shares within said fifteen (15) day period, then such stockholder may, at any time within fifteen (15) days after the expiration of said fifteen (15) day period, sell said shares to any other party but at not less than the price at which the same were offered to the corporation.

SEVENTH. The address of the initial registered office of the corporation is 1109 Hospital Trust Building, Providence, Rhode Island (add Zip Code) and the name of its initial registered agent at such address is:

James K. Edwards

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Peter T. E. Gebhard, Jr.	182 Rumstick Rd, Barrington, R. I.
David C. Scott, Jr.	350 Olney St., Providence, R. I.
Kenneth A. Raymond	62 Cooke St., Providence, R. I.

NINTH. The name and address of each incorporator is:

Name	Address
Robert S. Davis	11 Abbotsford Court Providence, Rhode Island 02906

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

The corporate existence of the corporation shall begin upon the date of the filing of these Articles of Incorporation.

Dated, 1970

Robert S. Davis

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the Town of Providence
in said county this 24th day of February, A.D. 1970,
then personally appeared before me Robert S. Davis

each and all known to me and known by me to be the party executing the foregoing
instrument, and they ^{he} ~~severally~~ acknowledged said instrument by ^{him} ~~themselves~~ subscribed to be
~~his~~ free act and deed.



Notary Public

My Commission Expires
June 30, 1971

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