



**State of Rhode Island
Office of the Secretary of State**

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is LAURA CHALK, PCNS, INC.

☒ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:

(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CWP	\$0.0100	100.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

1. THE SHAREHOLDERS SHALL NOT DISPOSE OF ALL OR ANY PART OF THEIR STOCK OF THE CORPORATION, NOW OWNED OR HEREAFTER ACQUIRED BY THEM, WITHOUT FIRST GIVING TO THE OTHER SHAREHOLDERS AND THE CORPORATION AT LEAST THIRTY (30) DAYS WRITTEN NOTICE BY CERTIFIED MAIL OF HIS OR ITS INTENTION TO SELL OR DISPOSE OF STOCK. THE NOTICE SHALL CONTAIN THE PRICE AT WHICH THE SHAREHOLDER INTENDS TO TRANSFER THE STOCK IF THE OFFER IS NOT ACCEPTED BY THE CORPORATION. WITHIN THE THIRTY (30) DAY PERIOD, A SPECIAL MEETING OF THE SHAREHOLDERS SHALL BE CALLED BY THE CORPORATION. AT SUCH MEETING ALL THE STOCK OF THE SHAREHOLDER DESIRING TO MAKE ANY SUCH DISPOSITION SHALL BE OFFERED FOR SALE AND SHALL BE SUBJECT TO AN OPTION TO PURCHASE ON THE PART OF THE CORPORATION WHICH OPTION SHALL BE EXERCISED, IF AT ALL, AT THE TIME OF SUCH MEETING. THE SHAREHOLDER OFFERING THE STOCK SHALL NOT BE ENTITLED TO VOTE AT ANY MEETING CALLED FOR THE PURPOSE OF CONSIDERING SUCH OFFER. THE PURCHASE PRICE BY THE CORPORATION SHALL BE AT THE LOWEST PRICE AT WHICH THE OFFERING SHAREHOLDER IS WILLING TO DISPOSE OF HIS OR ITS STOCK, AND SUCH PURCHASE PRICE SHALL BE PAYABLE IN CASH OR BY CERTIFIED OR BANK CHECK WITHIN SIXTY (60) DAYS OF THE EXERCISE OF THE OPTION.

2. IF ALL THE STOCK OF THE OFFERING SHAREHOLDER IS NOT PURCHASED BY THE CORPORATION IN ACCORDANCE WITH THE PROVISIONS OF SECTION 1 OF THIS ARTICLE 6, THEN THE STOCK NOT SO PURCHASED SHALL BE OFFERED FOR SALE AND SHALL BE SUBJECT TO AN OPTION TO PURCHASE ON THE PART OF THE OTHER SHAREHOLDERS, SUCH OPTION SHALL BE EXERCISED, IF AT ALL, AT THE TIME OF THE MEETING OF SHAREHOLDERS CALLED PURSUANT TO THE PROVISIONS OF SECTION 1. THE PURCHASE PRICE AND THE PAYMENT OF THE PURCHASE PRICE SHALL BE AS PROVIDED IN SECTION 1.

3. IF ALL THE STOCK OF THE OFFERING SHAREHOLDER IS NOT PURCHASED BY THE CORPORATION OR THE OTHER SHAREHOLDERS OR BY BOTH IN ACCORDANCE WITH THE PROVISIONS IN SECTIONS 1 AND 2 OF THIS ARTICLE SIXTH, THEN ALL RESTRICTIONS IMPOSED ON THE TRANSFER OF SUCH STOCK BY THIS AGREEMENT SHALL FORTHWITH TERMINATE, PROVIDED, HOWEVER, THAT IF THE OFFERING SHAREHOLDER DOES NOT DISPOSE OF HIS OR ITS STOCK IN ACCORDANCE WITH THE NOTICE GIVEN TO THE CORPORATION AND SHAREHOLDERS WITHIN SIX (6) MONTHS AFTER THE SHAREHOLDERS' MEETING HELD TO CONSIDER THE SHAREHOLDER'S OFFER, THE OFFERING SHAREHOLDER MUST AGAIN COMPLY WITH THE PROVISIONS OF THIS ARTICLE 6.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 101 DYER STREET
SECOND FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ANDREW W. DAVIS, ESQ.

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	LAURA CHALK	208 GOVERNOR STREET PROVIDENCE, RI 02906 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 23 Day of December, 2020 at 1:30:44 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

LAURA CHALK

Form No. 100
Revised 09/07

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State of Rhode Island

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 23, 2020 01:29 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

