

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 MONTALBANO & MONTALBANO, LTD.

(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 practice law in the State of Rhode Island, pursuant to and in accordance with Sections 7-5.1-1 through 7-5.1-12 of the General Laws of Rhode Island of 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 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 1000

(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.)

no 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.)

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

In the event that a separate agreement has not been executed between the corporation and each of its stockholders concerning the transfer or the sale of its stock, the corporation shall have the right, in case of transfer or sale of any stock by the holder thereof, to purchase such stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other eligible person (as defined in Section 7-5.1-5 of the General Laws of Rhode Island); no sale of any stock to any eligible person other than the corporation shall be valid unless the offer to sell such stock at the lowest price at which the holder thereof is willing to sell shall have first been received in writing by the corporation. The corporation shall have ten (10) days in which to accept or reject the offer.

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

Shares of stock may be issued by the Board of Directors of the corporation from time to time for such consideration consisting of cash; services; personal property, tangible and intangible; or real estate as may be fixed from time to time by said Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 1072 Mineral Spring Avenue, N. Providence, R.I. (add Zip Code) 02904 and the name of its initial registered agent at such address is:

Joseph A. Montalbano

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two 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 §7-1.1-61 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Joseph A. Montalbano	1072 Mineral Spring Ave., N. Providence, Rhode Island, 02904
Joan M. Montalbano	1072 Mineral Spring Ave., N. Providence Rhode Island, 02904

NINTH. The name and address of each incorporator is:

Name	Address
Joseph H. Markel	85 Westminster St., Providence, R.I.

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

December 5, ~~November 11~~, 1979

Dated Dec 27, 1979

Joseph H. Markel

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence
Town

in said county this 27th day of November, A. D. 19 79

then personally appeared before me JOSEPH H. MARKEL

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.

Joseph H. Markel
Notary Public

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Joe

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CERTIFICATE OF INSURANCE

- ☒ AMERICAN HOME ASSURANCE COMPANY
☐ NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA.
☐ THE BIRMINGHAM FIRE INSURANCE COMPANY OF PENNSYLVANIA
☐ THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA

70 PINE STREET, NEW YORK, N.Y. 10005

This is to certify that the insurance policies specified below have been issued by the company indicated above to the Insured named herein and that, subject to their provisions and conditions, such policies afford the coverages indicated insofar as such coverages apply to the occupation or business of the Named Insured as stated.

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR NEGATIVELY AMMENDS, EXTENDS OR ALTERS THE COVERAGE (S) AFFORDED BY THE POLICY (IES) LISTED ON THIS CERTIFICATE.

Name of Insured: **Montalbano & Montalbano, ~~RxRx~~ Ltd.**

Address: **1072 Mineral Spring Avenue , Providence, R. I.**

Occupation or Business: **Lawyer**

Location of Operations: **Same**

Type of Work Covered: **Lawyers Professional Liability**

Coverages	Policy Number	Effective Date	Expiration Date	Limits of Liability
Workmen's Compensation				Statutory
Bodily Injury Liability Other than Automobile				\$ each occurrence \$ aggregate
Property Damage Liability Other than Automobile				\$ each occurrence \$ aggregate
Automobile Bodily Injury Liability				\$ each person \$ each occurrence
Automobile Property Damage Liability				\$ each occurrence
Lawyer's Prof. Liab.	LPL6097292	11/30/79	12/15/79	\$100,000/\$300,000 Limits No Deductible

*Indicate in the space following the asterisk above the type or types of coverage afforded by the policy.

This Certificate Issued To: **Secretary of State**
 Name: **State House**
 Address: **Providence, Rhode Island**

Frank B. Hall & Co.
of Massachusetts, Inc.

Date **11/30/79**

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Authorized Representative