

Fee: \$150

Corp. I.D. # 73798

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 Kaplan & Perry Incorporated <sup>dkc</sup> (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 the practice of law and for any other lawful purpose of purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

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 100

(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.)

\$1.00 per share

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 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:

The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the Stockholders.

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

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder; (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is 1100 Turks Head Building, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is: Stephen H. Perry.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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
President-Daniel S. Kaplan	5 Karen Drive, Barrington, RI 02806
VP, Treasurer & Secretary Stephen H. Perry	26 Bay Road, Barrington, RI 02806

NINTH: The name and address of each incorporator is:

Name	Address
Daniel S. Kaplan	5 Karen Drive, Barrington, RI 02806
Stephen H. Perry	26 Bay Road, Barrington, RI 02806



Rec'd & Filed AUG 17 1993

*98#9*  
*103045*

AUG 17 8 58 AM '93

RECEIVED  
STANDARD TIME



# CERTIFICATE OF INSURANCE

ISSUE DATE (MM/DD/YY)

8/11/93

**\*PRODUCER**

ROLLINS HUDIG HALL OF MASS., INC.  
99 HIGH STREET  
BOSTON, MA 02110

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 LETTER **A** TWIN CITY FIRE INSURANCE COMPANY

COMPANY LETTER **B**

COMPANY LETTER **C**

COMPANY LETTER **D**

COMPANY LETTER **E**

**INSURED**

KAPLAN & PERRY, INC.  
1100 TURKS HEAD BUILDING  
76 WESTMINSTER STREET  
PROVIDENCE, RI 02903

**COVERAGES**

THIS IS TO CERTIFY THAT 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.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIABILITY LIMITS <del>XX THOUSANDS</del>	
					EACH OCCURRENCE	AGGREGATE
	<b>GENERAL LIABILITY</b>					
<input type="checkbox"/>	COMPREHENSIVE FORM				BODILY INJURY	\$
<input type="checkbox"/>	PREMISES/OPERATIONS UNDERGROUND EXPLOSION & COLLAPSE HAZARD				PROPERTY DAMAGE	\$
<input type="checkbox"/>	PRODUCTS/COMPLETED OPERATIONS				BI & PD COMBINED	\$
<input type="checkbox"/>	CONTRACTUAL				PERSONAL INJURY	\$
<input type="checkbox"/>	INDEPENDENT CONTRACTORS					
<input type="checkbox"/>	BROAD FORM PROPERTY DAMAGE					
<input type="checkbox"/>	PERSONAL INJURY					
	<b>AUTOMOBILE LIABILITY</b>					
<input type="checkbox"/>	ANY AUTO				BODILY INJURY (PER PERSON)	\$
<input type="checkbox"/>	ALL OWNED AUTOS (PRIV. PASS.)				BODILY INJURY (PER ACCIDENT)	\$
<input type="checkbox"/>	ALL OWNED AUTOS (OTHER THAN PRIV. PASS.)				PROPERTY DAMAGE	\$
<input type="checkbox"/>	HIRED AUTOS				BI & PD COMBINED	\$
<input type="checkbox"/>	NON-OWNED AUTOS					
<input type="checkbox"/>	GARAGE LIABILITY					
	<b>EXCESS LIABILITY</b>					
<input type="checkbox"/>	UMBRELLA FORM				BI & PD COMBINED	\$
<input type="checkbox"/>	OTHER THAN UMBRELLA FORM					
	<b>WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY</b>				STATUTORY	
					\$	(EACH ACCIDENT)
					\$	(DISEASE-POLICY LIMIT)
					\$	(DISEASE-EACH EMPLOYEE)
<b>A</b>	<b>OTHER LAWYERS PROFESSIONAL LIABILITY</b>	<b>TBI</b>	<b>8/2/93</b>	<b>8/2/94</b>	2,000,000 per claim 4,000,000 aggregate 2,500 deductible	

**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****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

*Patricia Green*