



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

Fee: \$

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 Schiffmansells 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	1,000.00

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 which is not fixed by the articles:

**ARTICLE III**

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

No. and Street: 450 VETERANS MEMORIAL PARKWAY  
SUITE 7A

City or Town: EAST PROVIDENCE

State: RI

Zip: 0

The name of its initial registered agent at such address is

MONTALBANO, BELLIVEAU & ST. SAUVEUR, LLP

**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:

1. THE CORPORATION MAY, FROM TIME TO TIME, AND IN CONFORMITY WITH THE PROVISIONS OF THE RHODE ISLAND BUSINESS CORPORATION ACT, DISTRIBUTE TO ITS SHAREHOLDERS, DIRECTLY OR BY THE PURCHASE OF ITS OWN SHARES, A PORTION OF ITS ASSETS, IN CASH OR PROPERTY, OUT OF THE UNRESERVED AND UNRESTRICTED CAPITAL SURPLUS OF THE CORPORATION.

2. EXCEPT FOR THOSE ACTIONS EXCLUDED BY SECTION 7-1.2-707 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL THE SHAREHOLDERS ENTITLED TO VOTE THEREON IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON WERE PRESENT. IN THE EVENT OF SUCH WRITTEN ACTION, PROMPT NOTICE OF SUCH ACTION SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF SUCH MEETING WERE HELD.

3. THE STOCK OF THE CORPORATION IS SUBJECT TO TRANSFER RESTRICTIONS CONTAINED IN ITS BYLAWS AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF THE CORPORATION. CERTIFICATES OF STOCK OF THE CORPORATION ARE TRANSFERABLE ONLY UPON COMPLIANCE WITH THE PROVISIONS OF SAID TRANSFER RESTRICTIONS.

#### ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
INCORPORATOR	First, Middle, Last, Suffix JAMES J. BELLIVEAU ESQ.	Address, City or Town, State, Zip Code, Country 450 VETERANS MEMORIAL PARKWAY, STE 7A EAST PROVIDENCE, RI 02914 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 of the date of this filing.

Later Effective Date:

**Signed this 12 Day of January, 2021 at 7:01:21 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.*

JAMES J. BELLIVEAU ESQ.





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:

January 12, 2021 06:58 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*

