



**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 Brown McMahon, 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>
CNP	\$0.0000	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 but 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: OLENN & PENZA  
530 GREENWICH AVENUE  
City or Town: WARWICK State: RI Zip: 02886

The name of its initial registered agent at such address is JOSEPH F. PENZA, JR., 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:

5(A). THE SALE OR TRANSFER OF STOCK HELD BY ANY STOCKHOLDER SHALL BE SUBJECT TO THE FOLLOWING PROVISIONS:

A SHAREHOLDER DESIRING TO DISPOSE OF, OR TRANSFER HIS STOCK AS AFORESAID, SHALL FIRST OFFER SUCH STOCK FOR SALE TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE IS WILLING TO SELL THE SAME. IF FOR ANY REASON THE CORPORATION IS UNABLE TO, OR FAILS TO PURCHASE SUCH STOCK, SUCH STOCK SHALL BE OFFERED TO THE OTHER SHAREHOLDERS OF RECORD IN PROPORTION TO THE NUMBER OF SHARES THEY HOLD FOR A PERIOD OF THIRTY (30) DAYS AT A PRICE NO LOWER THAN THAT AT WHICH IT WAS FIRST OFFERED TO THE CORPORATION.

IF THE REMAINING SHAREHOLDERS SHALL ELECT NOT TO PURCHASE SAID STOCK, THE SHAREHOLDER SHALL BE AT THE LIBERTY TO SELL HIS STOCK TO ANY OTHER PARTY AT A PRICE NOT LESS THAN THE PRICE AT WHICH IT WAS FIRST OFFERED TO THE CORPORATION AND TO THE REMAINING SHAREHOLDERS. THIS SECTION SHALL ALSO APPLY TO GIFTS, SALES OR TRANSFERS BY A STOCKHOLDER TO MEMBERS OF THEIR IMMEDIATE FAMILY.

5(B). THE SAID COMMON STOCK, WITHOUT PAR VALUE OF THIS CORPORATION MAY BE ISSUED FOR CASH, PERSONAL OR REAL PROPERTY, TANGIBLE OR INTANGIBLE PROPERTY OR OTHER CONSIDERATION AS MAY BE FIXED BY THE MAJORITY OF THE STOCKHOLDERS.

#### ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	JOSEPH F. PENZA, JR., ESQ.	530 GREENWICH AVENUE WARWICK, RI 02886 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 27 Day of December, 2021 at 3:45:49 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.*

<BR> JOSEPH F. PENZA, JR., ESQ.

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 27, 2021 03:44 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

