



**State of Rhode Island**  
**Department of State - Business Services Division**

## Articles of Incorporation

DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

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2023 APR -6 A 10:50

The undersigned, acting as incorporator(s) of the corporation under RIGL 7-1.2-202,  
 adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

Anne Kubik Fine Landscape Gardens, Inc.

Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☐ Yes ☒ No

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

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

Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
1000	common	\$0.01

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2.

State any provisions here (optional):

Check the box to indicate an attachment ☐

3. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name Elizabeth A. Kubik

Street Address (NOT a P.O. Box) 43 Old Harbor Road

City/Town Little Compton

State RHODE ISLAND

Zip Code 02837

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

### MAIL TO:

#### Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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

See Exhibit A attached.

Check the box to indicate an attachment ☒

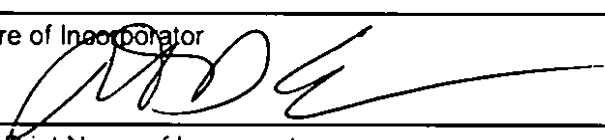
6. The name and address of each incorporator is:

Name Robert D. Emerson	Address 321 South Main Street, Suite 400	
City/Town Providence	State RI	Zip Code 02903
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

7. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 90 days from the date of filing) \_\_\_\_\_

8. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Robert D. Emerson	Date 4/6/2023
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

**EXHIBIT A**  
**ANNE KUBIK FINE LANDSCAPE GARDENS, INC.**

**5. Provisions for the regulation of the internal affairs of the Corporation:**

I. Except as otherwise provided by the Rhode Island Business Corporation Act, as has been or may hereafter be amended (the "Act"), any action required or permitted to be taken at a meeting of shareholders by the Act, by these articles of incorporation or by the by-laws of the Corporation may be taken without a meeting upon the written consent of less than all of 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 are present.

II. (A) A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 811 of the Act, or (iv) liability for any transaction (other than transactions approved in accordance with Section 807 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

(B) The Directors of the Corporation may include provisions in the Corporation's by-laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

(i) The by-law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are

made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article, when used herein

(1) "Directors" or "officer" means any individual who is or was a director or officer of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors. Director or officer includes, unless the context otherwise requires, the estate or personal representative of the director or officer;

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, judgments, settlements, fines (including an excise tax assessed with respect to employee benefit plans), penalties, or, reasonable expenses actually incurred;

(3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, other enterprise, employee benefit plan or other entity.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to (i) a written affirmation by the Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification and (ii) an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit,

proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 811 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 807 of the Act) from which the person seeking indemnification derived an improper personal benefit.



State of Rhode Island

**Department of State | Office of the Secretary of State**

**Gregg M. Amore**, *Secretary of State*

I, GREGG M. AMORE, 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:

April 06, 2023 10:50 AM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each name being capitalized.

Gregg M. Amore  
*Secretary of State*

