

**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 IThe name of the corporation is Priestley Business Consulting 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	\$1.0000	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: 469 CENTERVILLE ROAD, STE 203City or Town: WARWICKState: RI Zip: 02886

The name of its initial registered agent at such address is

PPA, 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:

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

A) THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS AS SET FORTH IN §7-1.2-613 OF THE GENERAL LAWS, AS AMENDED.

B) IN THE EVENT THAT ANY STOCKHOLDER, OR THE REPRESENTATIVE HEIRS, ADMINISTRATORS, EXECUTORS, SUCCESSORS OR ASSIGNS OF ANY STOCKHOLDER OR ANY

PERSON OR PERSONS TO WHOM TITLE OF ANY STOCKHOLDER IN STOCK OF THIS CORPORATION MAY DEVOLVE OR PASS BY ASSIGNMENT FOR THE BENEFIT OF CREDITORS,

APPOINTMENT OF A RECEIVER, FILING OF A PETITION IN BANKRUPTCY, OR BY OPERATION OF LAW OR OTHERWISE, SHALL DESIRE TO SELL THE WHOLE OR ANY PORTION OF HIS STOCK IN THIS CORPORATION, HE SHALL, BEFORE OFFERING THE

SAME TO ANY PERSON, GIVE NOTICE IN WRITING TO THE CORPORATION OF HIS DESIRE

TO SELL THE SAME TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE IS

WILLING TO SELL SAID STOCK. IF, WITHIN TWENTY (20) DAYS AFTER THE RECEIPT OF ANY SUCH NOTICE, THE BOARD OF DIRECTORS SHALL ELECT TO PURCHASE THE

SHARES SO OFFERED, THE SECRETARY OR TREASURER OR SOME OTHER OFFICER DESIGNATED BY THE BOARD OF DIRECTORS SHALL FORTHWITH AND WITHIN SAID TWENTY

(20) DAYS DELIVER IN PERSON TO SUCH STOCKHOLDER OR MAIL BY REGISTERED MAIL,

POSTAGE PREPAID, ADDRESSED TO HIM AT HIS USUAL POST OFFICE ADDRESS AS STATED ON THE BOOKS OF THE CORPORATION, THE ELECTION BY THE CORPORATION TO

PURCHASE SAID STOCK. SUCH NOTICE SHALL STATE THAT SUCH STOCKHOLDER MAY

RECEIVE THE PURCHASE PRICE FOR SUCH STOCK AT THE OFFICE OF THE CORPORATION

UPON TRANSFER TO THE CORPORATION OF THE SHARES SOLD. IF SUCH NOTICE OF

ELECTION TO PURCHASE SHALL NOT BE GIVEN WITHIN THE TWENTY (20) DAYS SET

FORTH ABOVE, THE STOCKHOLDER SHALL BE AT LIBERTY TO SELL HIS STOCK TO ANY

OTHER PARTY PROVIDED THAT SUCH SALE IS MADE WITHIN FIFTEEN (15) DAYS

AFTER
THE EXPIRATION OF SAID TWENTY (20) DAYS AND AT A PRICE NOT LESS THAN
THE
PRICE AT WHICH IT WAS OFFERED TO THE CORPORATION.

C) ALL OTHER PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF
THE CORPORATION SHALL BE CONTAINED IN THE CORPORATION’S BY-LAWS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	ERIC PRIESTLEY	93 PROVIDENT PLACE COVENTRY, RI 02816 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 22 Day of April, 2025 at 4:01:29 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.*

 ERIC PRIESTLEY

Form No. 100
Revised 09/07

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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 22, 2025 03:59 PM

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

Gregg M. Amore
Secretary of State

