

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
(401) 222-3040

INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION FOR A PROFESSIONAL SERVICE BENEFIT CORPORATION

Sections 7-5.1, 7-5.3 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

1. To incorporate a professional service benefit corporation, Articles of Incorporation (Form No. 115) must be filed with the Office of the Secretary of State, Division of Business Services, at the above address. When the Articles are completed, signed by each of the incorporators, and submitted with the correct filing fee, a Certificate of Incorporation shall be issued.
2. The minimum filing and license fee is \$230.00 for less than 75,000,000 shares of authorized stock. The fee is prorated at 75,000,000 shares. Call the Division of Business Services at the above telephone number for the appropriate fee if the number of authorized shares is 75,000,000 or greater. Checks should be made payable to the Rhode Island Secretary of State.
3. The name of any business entity must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Division of Business Services. The corporate name shall contain the word "professional corporation," "corporation," "incorporated," or "limited," or shall contain an abbreviation of one of the words. A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Articles of Incorporation. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
4. Each benefit corporation shall have and continuously maintain in this state a registered office, which may be, but need not be, the same as its place of business, and a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office. However, in the case where the registered agent of a corporation is an attorney, the business address of the agent need not be identical with the registered office, but may be the usual business address of the attorney. The registered agent so appointed by a corporation shall be an agent of the corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.
5. The benefit corporation is responsible for filing an annual report each calendar year between January 1 and March 1, beginning with the year following the year of incorporation. A notification will be mailed to the registered agent prior to January 1 each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file the Annual Report within the statutory time period will result in a penalty fee of \$25.00.

Pursuant to Rhode Island General Law 7-5.3-13, each benefit corporation must also record an Annual Benefit Report Statement. This statement is to be remitted on the earlier of (1) one hundred twenty (120) days following the end of the fiscal year of the benefit corporation **or** (2) the same time that the benefit corporation delivers any other annual report to its shareholders. A sample form can be found at www.sos.ri.gov/business. There is a \$10 fee to record this statement.

6. If the benefit corporation is engaged in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 462-9592.

7. If the benefit corporation is engaged in the practice of **land surveying** pursuant to Section 5-8.1-1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Registration for Land Surveyors must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Land Surveyors at (401) 462-9595.
8. If the benefit corporation is engaged in the practice of **architecture** pursuant to Section 5-1-15.1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examination and Registration of Architects at (401) 462-9594.
9. If the benefit corporation is engaged in the practice of **landscape architecture** pursuant to 5-51-13 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Landscape Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examiners of Landscape Architects at (401) 462-9595.
10. If the benefit corporation is engaged in the **practice of law**, pursuant to Article II, Rule 10 of the Supreme Court Rules on Admission to the Practice of Law, the applicant must obtain a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Office of the Secretary of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272.
11. Upon filing Articles of Incorporation, every professional service benefit corporation shall also be required to file a certificate reciting that application has been made to obtain insurance against any liability imposed by law upon the corporation or its employees arising out of the performance of professional services. See Section 7-5.1-8 for further information regarding insurance exclusions and limits.
12. Failure to comply with Nos. 4 and 5 above may result in the revocation of the Articles of Incorporation pursuant to the provisions of Section 7-1.2-1310 of the General Laws, as amended.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
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 148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 ~ **Email:** corporations@sos.ri.gov ~ **Website:** www.sos.ri.gov

STAMP

FOR
SECRETARY OF STATE
USE ONLY

PROFESSIONAL SERVICE BENEFIT CORPORATION
ARTICLES OF INCORPORATION
 Filing and License Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of a professional service benefit corporation under Chapters 7-5.1, 7-5.3 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

This is a close corporation pursuant to §7-1.2-1701 of the General Laws, 1956, as amended. (Check if inapplicable.)

2. The profession to be practiced through the professional service corporation is:

3. This is a benefit corporation organized to create a general public benefit. The following specific public benefits are in addition to the purposes set forth in 7-1.2-301, 7-5.1-3 and 7-5.3-6(a):

State "NONE" if no specific benefit purposes are to be declared

4. 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.)

(a) If only one class: Total number of shares _____

or

(b) If more than one class: Total number of shares of each class _____

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:

5. The address of the initial registered office of the corporation is:

Street Address (NOT a P.O. Box)

City/Town

State

RHODE ISLAND

Zip Code

and the name of the initial registered agent at such address is:

STAMP

FOR
SECRETARY OF STATE
USE ONLY

Agent Name		
6. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.		
7. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.		
8. The fiscal year end of the corporation:		
9. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:		
10. The name and address of each incorporator is:		
Name		Address
City/Town	State	Zip Code
Name		Address
City/Town	State	Zip Code
Name		Address
City/Town	State	Zip Code
11. Date when these articles of incorporation will be effective: CHECK ONE BOX ONLY		
<input type="checkbox"/> Date Received (Upon filing)		
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____		
<i>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.</i>		
Signature of Incorporator		Date
Signature of Incorporator		Date
Signature of Incorporator		Date