

Filing and License Fee: \$230.00 minimum

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

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SECRETARY OF STATE  
CORPORATIONS DIV  
2009 APR -3 AM 10:21

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 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 ARGONAUT RACING CO., INC.

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

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

(a) If only one class: Total number of shares ONE HUNDRED (100)

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:

3. The address of the initial registered office of the corporation is 176 Eddie Dowling Highway  
(Street Address, not P.O. Box)

North Smithfield, RI 02896 and the name of its initial registered agent  
(City/Town) (Zip Code)

at such address is ARAM P. JARRET, JR., ESQ.  
(Name of Agent)

4. 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.

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

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

SEE "EXHIBIT A, PARAGRAPH 6" ATTACHED HERETO AND MADE A PART HEREOF.

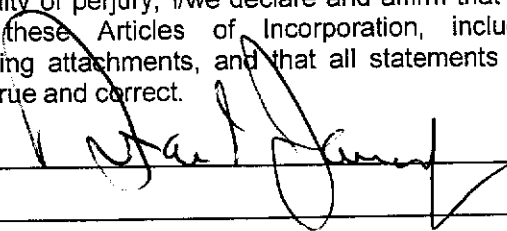
7. The name and address of each incorporator is:

| <u>Name</u>                | <u>Address</u>                                        |
|----------------------------|-------------------------------------------------------|
| ARAM P. JARRET, JR., ESQ., | 176 Eddie Dowling Highway, North Smithfield, RI 02896 |
|                            |                                                       |
|                            |                                                       |

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Date: 4/2/08

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.



Signature of each Incorporator

6. There shall be no Board of Directors of the Corporation. The powers normally vested in the Board of Directors shall be exercised by majority action of the shareholders.

The corporation shall have the right in case of sale of any common stock by any holder thereof to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any party; and no sale of any such stock to any party other than the corporation shall be valid, unless the offer to sell such stock at the lowest price at which the holder thereof is willing to sell shall have first been received in writing by the corporation. The corporation shall have ten (10) days in which to accept or reject said offer.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions, may at any time within twenty (20) days after the rejection of such offer by the corporation, or if within such period the corporation shall neither accept nor reject such offer, then within twenty (20) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, 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:

A. RALPH MOLLIS

*Secretary of State*

