



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

**Fee: \$230.00**

Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615  
Telephone: (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 Kees, 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<br><i>Number of Shares</i> |
|----------------|---------------------|----------------------------------------------------|
| CNP            | \$0.00              | 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: 192 THAMES STREET

City or Town: NEWPORT

State: RI

Zip: 02840

The name of its initial registered agent at such address is BRIGIT NIHAN

**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:

1. MINIMUM NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

2. PERSONAL LIABILITY OF DIRECTORS TO CORPORATION. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

3. AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS. THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION OF § 7-1.2 OF THE GENERAL LAWS OF RHODE ISLAND, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

## ARTICLE VI

The name and address of the each incorporator is:

| Title        | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|--------------|------------------------------------------------|------------------------------------------------------------|
| PRESIDENT    | BRIGIT NIHAN                                   | 8 COLUMBUS AVENUE<br>NEWPORT, RI 02840 USA                 |
| TREASURER    | BRIGIT NIHAN                                   | 8 COLUMBUS AVENUE<br>NEWPORT, RI 02840 USA                 |
| CLERK        | BRIGIT NIHAN                                   | 8 COLUMBUS AVENUE<br>NEWPORT, RI 02840 USA                 |
| INCORPORATOR | BRIGIT NIHAN                                   | 8 COLUMBUS AVENUE<br>NEWPORT, RI 02840 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 9 Day of July, 2008 at 10:16:03 AM 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.*

BRIGIT NIHAN

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Form No. 100  
Revised 09/07

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# 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*

