



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 Rose Perfect Nails, 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	\$0.01	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: 47 LONG WHARF MALL

City or Town: NEWPORT

State: RI

Zip: 02840

The name of its initial registered agent at such address is EILEEN P. HADFIELD. ESQ.

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:

ANY ACTION, EXCEPTING ACTIONS PURSUANT TO SECTIONS 7-1.1-67, 7-1.1-70.1 OR 7-1.1-72 OF THE RHODE ISLAND GENERAL LAWS, REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING, WITHOUT PRIOR NOTICE, AND WITHOUT A VOTE IF CONSENTED TO IN WRITING BY THE HOLDERS OF OUTSTANDING SHARES HAVING AT LEAST THE MINIMUM NUMBER OF VOTES NECESSARY TO AUTHORIZE OR RATIFY SUCH ACTION IF TAKEN AT A MEETING AT WHICH ALL SHARES ENTITLED TO VOTE WERE PRESENT AND VOTED. PROMPT NOTICE OF SUCH ACTIONS SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON SUCH ACTION IF A MEETING OF SHAREHOLDERS WERE HELD.

THE CORPORATION MAY BE DISSOLVED AT ANY TIME UPON AN AFFIRMATIVE VOTE OF THE HOLDERS OF FIFTY-ONE (51%) PERCENT OR MORE OF THE SHARES OF THE CORPORATION.

THE CORPORATION SHALL HAVE THE RIGHT, IN CASE OF THE SALE OF SHARES OF STOCK OF ANY SHAREHOLDER, TO PURCHASE SAID SHARES AT THE LOWEST PRICE AT WHICH THE SHAREHOLDER IS WILLING TO SELL TO ANY OTHER PARTY BEFORE THE SAME SHALL BE SOLD BY THE SHAREHOLDER TO ANY OTHER PARTY; PROVIDED, HOWEVER, THAT THE CORPORATION SHALL EXERCISE ITS RIGHT TO PURCHASE WITHIN FIFTEEN (15) DAYS AFTER THE SHAREHOLDER SHALL HAVE NOTIFIED IT IN WRITING OF HIS/HER DESIRE TO SELL SAID SHARES. IF THE CORPORATION SHALL DECIDE TO PURCHASE SAID SHARES, SUCH SHAREHOLDER SHALL, UPON TENDER OF THE PURCHASE PRICE, TRANSFER TO THE CORPORATION THE SHARES SO SOLD. IF THE CORPORATION SHALL NOT ELECT TO PURCHASE SAID SHARES, THEN SHAREHOLDER MAY, AT ANY TIME WITHIN THIRTY (30) DAYS AFTER THE EXPIRATION OF SAID FIFTEEN (15) DAYS, TRANSFER SAID SHARES TO ANY OTHER PARTY AT NOT LESS THAN THE PRICE AT WHICH THE SAME WERE OFFERED TO THE CORPORATION.

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	EILEEN P. HADFIELD	47 LONG WHARF MALL 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 22 Day of July, 2009 at 12:25:51 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.

EILEEN P. HADFIELD

Form No. 100
Revised 09/07

© 2007 - 2009 State of Rhode Island and Providence Plantations
All Rights Reserved



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

