



**State of Rhode Island and Providence Plantations
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 I

The name of the corporation is Carmine N Louie's, 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>
CNP	\$0.0000	8,000.00

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: 1055 ELMWOOD AVENUE

City or Town: PROVIDENCE

State: RI

Zip: 02907

The name of its initial registered agent at such address is CHARLES A. PISATURO, JR.

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:

PREEMPTIVE RIGHTS

THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ITS COMMON STOCK AT THE LOWEST PRICE AT WHICH THE HOLDER THEREOF IS WILLING TO SELL THE SAME BEFORE THE SAME SHALL BE SOLD TO ANY OTHER PARTY, AND NO SALE OR TRANSFER OF THE COMMON STOCK OF THE CORPORATION TO ANY PARTY OTHER THAN THE CORPORATION SHALL BE VALID NOR SHALL ANY SHARE OF SUCH STOCK BE TRANSFERRED ON THE BOOKS OF THE CORPORATION TO ANY PARTY OTHER THAN THE CORPORATION UNLESS SAID STOCK SHALL HAVE FIRST BEEN OFFERED, IN WRITING, TO THE CORPORATION BY THE HOLDER OF RECORD THEREOF FOR SALE AT A DESIGNATED PRICE. IF THE CORPORATION FAILS TO ACCEPT SAID OFFER WITHIN THIRTY (30) DAYS FROM THE DATE OF RECEIPT THEREOF OR PRIOR TO THE EXPIRATION OF SAID THIRTY (30) DAYS, THE CORPORATION SHALL GIVE NOTICE IN WRITING TO THE HOLDER OF SUCH STOCK THAT IT DOES NOT DESIRE TO ACCEPT SAID OFFER, AND NO SALE OR TRANSFER OF THE STOCK OF THE CORPORATION AT A PRICE LOWER THAN THAT AT WHICH THE SAME SHALL HAVE BEEN OFFERED IN WRITING TO THE CORPORATION. NOTHING HEREIN CONTAINED SHALL PREVENT THE TRANSFER OF THE SHARES OF THE CORPORATION'S STOCK BY WILL OR INTESTACY, PROVIDED, HOWEVER THAT SUCH TRANSFEREE SHALL BE BOUND BY THE TERMS HEREOF.

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	CHARLES A PISATURO JR.	1055 ELMWOOD AVENUE PROVIDENCE, RI 02907 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 5 Day of January, 2011 at 3:40:24 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.*

CHARLES A PISATURO JR.



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

