



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 FANYARDS.COM, 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	\$1.0000	600.00

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:

THE SHARES OF THIS CORPORATION SHALL NOT BE TRANSFERRED BY ANY SHAREHOLDER UNLESS SUCH SHAREHOLDER WHO DESIRES TO SELL ALL OR PART OF HIS OR HER SHARES SHALL FIRST OFFER SUCH SHARES FOR SALE TO THE CORPORATION AND OTHER SHAREHOLDERS AT THE LOWEST PRICE FOR WHICH SAID SHARES WILL BE OFFERED FOR SALE TO A BONA FIDE PROSPECTIVE PURCHASER OF SUCH SHARES. IF THE CORPORATION OR SHAREHOLDERS FAIL TO PURCHASE ALL OF SUCH SHARES WITHIN 31 DAYS AFTER WRITTEN NOTICE FROM SELLING SHAREHOLDER, THE RESTRICTION UPON SUCH SHARES IMPOSED BY THIS PROVISION SHALL AUTOMATICALLY TERMINATE AT THE END OF SAID 31 DAYS; PROVIDED, HOWEVER THAT AFTER THE TERMINATION OF SAID 31 DAY PERIOD, SAID SHAREHOLDER WHO SHALL HAVE OFFERED HIS OR HER STOCK TO THE CORPORATION, MAY SELL THE STOCK SO OFFERED TO THE CORPORATION TO ANY OTHER PARTY, BUT NOT FOR A PRICE LOWER THAN AT WHICH SAID STOCK SHALL HAVE PREVIOUSLY OFFERED, AND THE CORPORATION OR SHAREHOLDER MAY REQUIRE AFFIDAVITS AND OTHER EVIDENCE, DOCUMENTARY OR OTHERWISE, FROM THE SHAREHOLDERS AND PURCHASER OF SUCH STOCK AS TO THE PRICE PAID THEREFOR BEFORE TRANSFERRING SUCH STOCK UPON THE BOOKS OF THE CORPORATION.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 519 MENDON ROAD
P.O. BOX 8000

City or Town: CUMBERLAND

State: RI

Zip: 02864

The name of its initial registered agent at such address is GARY R ALGER, 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:

THE SHAREHOLDERS OF THIS CORPORATION MAY TAKE ANY ACTION PERMITTED BY THE ARTICLES OF INCORPORATION WITHOUT THE NECESSITY OF A FORMAL MEETING IN ACCORDANCE WITH THE PROVISIONS OF SECTION 7-1.1-30.3 OF THE GENERAL LAWS OF THE STATE OF RHODE ISLAND, 1956 AS AMENDED.

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	GARY R ALGER	519 MENDON ROAD P.O. BOX 8000 CUMBERLAND, RI 02864 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 10 Day of February, 2011 at 5:44:48 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.*

GARY R ALGER



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

