



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 Alchemic Entertainment 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	10,000,000.00
PNP	\$0.0000	5,000,000.00

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:

2.1 ALL POWERS, SHARES, PREFERENCES, RIGHTS, AND VOTING RIGHTS OF THE CORPORATION ARE ASSIGNED TO THE FOUNDING PRESIDENT OF THE COMPANY ADAM REYNOLDS.

ARTICLE III

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

No. and Street: 167 CHURCH ST

City or Town: TIVERTON

State: RI

Zip: 02878

The name of its initial registered agent at such address is ADAM REYNOLDS

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:

4.1 COMMON STOCK.

(A) THE HOLDERS OF SHARES OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE FOR EACH SUCH SHARE ON EACH MATTER PROPERLY SUBMITTED TO THE STOCKHOLDERS ON WHICH THE HOLDERS OF SHARES OF COMMON STOCK ARE ENTITLED TO VOTE. EXCEPT AS OTHERWISE REQUIRED BY LAW OR THIS CERTIFICATE OF INCORPORATION (THIS "CERTIFICATE OF INCORPORATION" WHICH TERM, AS USED HEREIN, SHALL MEAN THE CERTIFICATE OF INCORPORATION OF THE CORPORATION, AS AMENDED FROM TIME TO TIME, INCLUDING THE TERMS OF ANY CERTIFICATE OF DESIGNATIONS OF ANY SERIES OF PREFERRED STOCK), AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF PREFERRED STOCK, AT ANY ANNUAL OR SPECIAL MEETING OF THE STOCKHOLDERS THE HOLDERS OF SHARES OF COMMON STOCK SHALL HAVE THE RIGHT TO VOTE FOR THE ELECTION OF DIRECTORS AND ON ALL OTHER MATTERS PROPERLY SUBMITTED TO A VOTE OF THE STOCKHOLDERS; PROVIDED, HOWEVER, THAT, EXCEPT AS OTHERWISE REQUIRED BY LAW, HOLDERS OF COMMON STOCK SHALL NOT BE ENTITLED TO VOTE ON ANY AMENDMENT TO THIS CERTIFICATE OF INCORPORATION THAT RELATES SOLELY TO THE TERMS, NUMBER OF SHARES, POWERS, DESIGNATIONS, PREFERENCES, OR RELATIVE PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS (INCLUDING, WITHOUT LIMITATION, VOTING RIGHTS), OR TO QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREON, OF ONE OR MORE OUTSTANDING SERIES OF PREFERRED STOCK IF THE HOLDERS OF SUCH AFFECTED SERIES ARE ENTITLED, EITHER SEPARATELY OR TOGETHER WITH THE HOLDERS OF ONE MORE OTHER SUCH SERIES, TO VOTE THEREON PURSUANT TO THIS CERTIFICATE OF INCORPORATION (INCLUDING, WITHOUT LIMITATION, BY ANY CERTIFICATE OF DESIGNATIONS RELATING TO ANY SERIES OF PREFERRED STOCK.

(B) SUBJECT TO THE RIGHTS OF THE HOLDERS OF PREFERRED STOCK, THE HOLDERS OF SHARES OF COMMON STOCK SHALL BE ENTITLED TO RECEIVE SUCH DIVIDENDS AND OTHER DISTRIBUTIONS (PAYABLE IN CASH, PROPERTY OR CAPITAL STOCK OF THE CORPORATION) WHEN, AS AND IF DECLARED THEREON BY THE BOARD OF DIRECTORS FROM TIME TO TIME OUT OF ANY ASSETS OR FUNDS OF THE CORPORATION LEGALLY AVAILABLE THEREFOR AND SHALL SHARE EQUALLY ON A PER SHARE BASIS IN SUCH DIVIDENDS AND DISTRIBUTIONS.

(C) IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION OR WINDING-UP OF THE CORPORATION, AFTER PAYMENT OR PROVISION FOR PAYMENT OF THE DEBTS AND OTHER LIABILITIES OF THE CORPORATION, AND SUBJECT TO THE RIGHTS OF THE HOLDERS OF PREFERRED STOCK IN RESPECT THEREOF, THE HOLDERS OF SHARES OF COMMON STOCK SHALL BE ENTITLED TO RECEIVE ALL THE REMAINING ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS, RATABLY IN PROPORTION TO THE NUMBER OF SHARES OF COMMON STOCK HELD BY THEM.

4.2 PREFERRED STOCK.

(A) THE PREFERRED STOCK MAY BE ISSUED FROM TIME TO TIME IN ONE OR MORE SERIES PURSUANT TO A RESOLUTION OR RESOLUTIONS PROVIDING FOR SUCH ISSUE

DULY ADOPTED BY THE BOARD OF DIRECTORS (AUTHORITY TO DO SO BEING HEREBY EXPRESSLY VESTED IN THE BOARD OF DIRECTORS). THE BOARD OF DIRECTORS IS FURTHER AUTHORIZED, SUBJECT TO LIMITATIONS PRESCRIBED BY LAW, TO FIX BY RESOLUTION OR RESOLUTIONS AND TO SET FORTH IN A CERTIFICATION OF DESIGNATIONS FILED PURSUANT TO THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATION, OPTIONAL OR OTHER RIGHTS, IF ANY, AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREOF, IF ANY, OF ANY WHOLLY UNISSUED SERIES OF PREFERRED STOCK, INCLUDING WITHOUT LIMITATION DIVIDEND RIGHTS, DIVIDEND RATE, CONVERSION RIGHTS, VOTING RIGHTS, RIGHTS AND TERMS OF REDEMPTION (INCLUDING SINKING FUND PROVISIONS), REDEMPTION PRICE OR PRICES, AND LIQUIDATION PREFERENCES OF ANY SUCH SERIES, AND THE NUMBER OF SHARES CONSTITUTING ANY SUCH SERIES AND THE DESIGNATION THEREOF, OR ANY OF THE FOREGOING.

(B) THE BOARD OF DIRECTORS IS FURTHER AUTHORIZED TO INCREASE (BUT NOT ABOVE THE TOTAL NUMBER OF AUTHORIZED SHARES OF THE CLASS) OR DECREASE (BUT NOT BELOW THE NUMBER OF SHARES OF ANY SUCH SERIES THEN OUTSTANDING) THE NUMBER OF SHARES OF ANY SERIES, THE NUMBER OF WHICH WAS FIXED BY IT, SUBSEQUENT TO THE ISSUANCE OF SHARES OF SUCH SERIES THEN OUTSTANDING, SUBJECT TO THE POWERS, PREFERENCES AND RIGHTS, AND THE QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS THEREOF STATED IN THE CERTIFICATE OF INCORPORATION OR THE RESOLUTION OF THE BOARD OF DIRECTORS ORIGINALLY FIXING THE NUMBER OF SHARES OF SUCH SERIES. IF THE NUMBER OF SHARES OF ANY SERIES IS SO DECREASED, THEN THE SHARES CONSTITUTING SUCH DECREASE SHALL RESUME THE STATUS WHICH THEY HAD PRIOR TO THE ADOPTION OF THE RESOLUTION ORIGINALLY FIXING THE NUMBER OF SHARES OF SUCH SERIES.

4.3 GENERAL POWERS. THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY OR UNDER THE DIRECTION OF THE BOARD OF DIRECTORS.

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	ADAM REYNOLDS	167 CHURCH ST TIVERTON, RI 02878 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 11 Day of April, 2011 at 11:37:31 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.

ADAM REYNOLDS

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

