



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 Logica Design, 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            | \$0.0000            | 20,000.00                                          |

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:

TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 7-1.2 OF THE GENERAL LAWS, 1956, AS AMENDED, AND WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, TO MAKE, DESIGN, AND FABRICATE ALL TYPES AND KINDS OF GRAPHIC ARTS DESIGNS, ADVERTISING MATERIALS, PROMOTIONS, LOGOS, AND RELATED ARTWORK FOR COMMERCIAL, INDUSTRIAL, AND PERSONAL USE. TO ENGAGE IN THE BUSINESS OF A GRAPHIC ARTS DESIGN AGENCY.

TO CARRY ON GENERALLY THE BUSINESS OF A GRAPHIC ARTS DESIGN AND MANAGEMENT AGENCY, AND CONDUCTING SUCH GRAPHIC ARTS DESIGN FACILITIES IN ANY PART OF THE UNITED STATES OF AMERICA.

IN CONNECTION WITH THE FOREGOING, TO ENGAGE IN ANY SIMILAR BUSINESS, WHETHER MANUFACTURING, MERCHANDISING OR OTHERWISE, WHICH, IN THE JUDGEMENT OF THE BOARD OF DIRECTORS, MAY BE OF USE OR ADVANTAGE TO THE CORPORATION, AND TO THE MANUFACTURE, MARKET, OR PREPARE FOR MARKET ANY ARTICLE OR THING WHICH THE CORPORATION USES IN CONNECTION WITH ITS BUSINESS.

TO PURCHASE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, USE, IMPROVE, MANAGE AND OPERATE, MORTGAGE, SELL, LET, CONVEY, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY AND ANY INTEREST THEREIN USED IN CONNECTION WITH THE BUSINESS OR OTHERWISE.

TO CONDUCT AND CARRY ON ITS BUSINESS OR ANY BRANCH THEREOF IN ANY STATE OR TERRITORY OF THE UNITED STATES OR IN ANY FOREIGN COUNTRY IN CONFORMITY WITH THE LAWS

OF SUCH STATE, TERRITORY, OR FOREIGN COUNTRY, AND TO HAVE AND MAINTAIN IN ANY STATE, TERRITORY, OR FOREIGN COUNTRY, A BUSINESS OFFICE OR OTHER FACILITY.

AND IN GENERAL, TO HAVE AND EXERCISE ALL POWERS, RIGHTS AND PRIVILEGES NECESSARY AND INCIDENTAL TO CARRYING OUT PROPERLY THE OBJECTS ABOVE EXPRESSED AND MENTIONED AND ALL OTHER OBJECTS AND PURPOSES, EXPRESSED OR IMPLIED, AS SET FORTH UNDER CHAPTER 7-1.2 OF THE GENERAL LAWS, 1956, AS AMENDED.

### ARTICLE III

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

No. and Street: 118 NORTH MAIN STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

ROBERT LUKENS

### 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:

LOGICA DESIGN, INC.

SHEET 5A

ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNED BY HIM OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS, IN THE MANNER FOLLOWING:

HE SHALL NOTIFY THE DIRECTORS OF HIS DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM IN WRITING NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR.

AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AS SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF

THE SAME IN ANY MANNER HE MAY SEE FIT.

NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN PARTICULAR INSTANCE WAIVE THE REQUIREMENT.

THE DIRECTORS MAY FIX IN ADVANCE A RECORD DATE FOR DETERMINING THE STOCKHOLDERS HAVING THE RIGHT TO NOTICE OF AND TO VOTE AT ANY MEETING OF THE STOCKHOLDERS OR ADJOURNMENT THEREOF THE RIGHT TO RECEIVE A DIVIDEND OR OTHER DISTRIBUTION OR ANY OTHER RIGHTS SPECIFIED IN CHAPTER 185 OF THE ACTS AND RESOLVES OF THE COMMONWEALTH OF MASSACHUSETTS OF 1953 AND IN ANY SUCH CASE, ONLY STOCKHOLDERS OF RECORD ON SUCH DATE SHALL HAVE SUCH RIGHTS NOTWITHSTANDING ANY TRANSFER OF STOCK ON THE BOOKS OF THE CORPORATION AFTER SUCH RECORD DATE AND ALL AS SPECIFIED IN SAID STATUTE.

LOGICA DESIGN, INC.

SHEET 5B

OTHER LAWFUL PROVISIONS FOR THE CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING, DEFINING OR REGULATING THE POWERS OF THE CORPORATION, OR OF ITS DIRECTORS AND STOCKHOLDERS, OR ANY CLASS OF STOCKHOLDERS:

A. THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDERS.

B. MEETINGS OF THE STOCKHOLDERS MAY BE HELD ANYWHERE IN THE UNITED STATES.

C. THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE IT WOULD HAVE POWER TO CONDUCT BY ITSELF.

D. THE DIRECTORS SHALL HAVE THE POWER TO FIX TIME TO TIME THEIR COMPENSATION. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST. IN THE ABSENCE OF FRAUD, ANY DIRECTOR, OFFICER, OR STOCKHOLDER OF THIS CORPORATION INDIVIDUALLY, OR ANY INDIVIDUALS HAVE ANY INTEREST IN ANY CONCERN WHICH IS A STOCKHOLDER OF THIS CORPORATION, OR ANY CONCERN IN WHICH ANY SUCH DIRECTORS, OFFICERS, STOCKHOLDERS OR INDIVIDUALS HAVE ANY INTEREST, MAY BE PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT, TRANSACTION OR OTHER ACT OF THIS CORPORATION, AND

1. SUCH CONTRACT, TRANSACTIONS, OR ACT SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT;

2. NO SUCH DIRECTOR, OFFICER, STOCKHOLDER OR INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH CONTRACT, TRANSACTION, OR ACT; AND

3. ANY SUCH DIRECTOR OF THIS CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE DIRECTORS OR OF ANY COMMITTEE THEREOF WHICH SHALL AUTHORIZE ANY SUCH CONTRACT, TRANSACTION OR ACT, AND MAY VOTE TO AUTHORIZE THE SAME;

THE TERM "INTEREST" INCLUDING PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, STOCKHOLDER, SHAREHOLDER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN; AND THE TERM "CONCERN" MEANING ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION.

E. INDEMNIFICATION OF DIRECTORS AND OTHERS - THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY ANY PERSON SERVING OR WHO HAS SERVED AS A DIRECTOR OR OFFICER OF THE CORPORATION, OR AT ITS REQUEST AS A DIRECTOR, TRUSTEE, OR OFFICER EMPLOYEE OR OTHER AGENT OF ANY ORGANIZATION WHICH THE CORPORATION OWNS SHARES OR OF WHICH IT IS A CREDITOR AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTION OF JUDGEMENTS, IN COMPROMISE OR AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLE INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT, OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH HE MAY BE INVOLVED OR WITH WHICH HE MAY BE THREATENED, WHICH SERVING OR THEREAFTER, BY REASON OF HIS BEING OR HAVING BEEN SUCH A DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE, OR AGENT, PURSUANT TO A CONSENT DECREE OR OTHERWISE. EXPENSES INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY SUCH DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE, OR AGENT IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING MAY BE PAID FROM TIME TO TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF AN UNDERTAKING BY SUCH INDIVIDUAL TO REPAY THE AMOUNT SO PAID TO THE CORPORATION IF IT IS ULTIMATELY DETERMINED THAT INDEMNIFICATION FOR SUCH EXPENSES IS NOT AUTHORIZED UNDER THIS SECTION. THE RIGHT OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY SUCH DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE, OR AGENT MAY HAVE BEEN ENTITLED. NOTHING CONTAINED IN THIS ARTICLE SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATE PERSONNEL OTHER THAN SUCH DIRECTORS, OFFICERS, TRUSTEES, EMPLOYEES, OR AGENTS MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW. AS USED IN THIS ARTICLE THE TERMS "DIRECTOR", "OFFICER", "TRUSTEE", "EMPLOYEE", AND "AGENT" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS, AND AN "INTERESTED" DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE OR AGENT IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDINGS IN QUESTION OR THE PROCEEDINGS ON THE SAME OR SIMILAR GROUND IS THEN PENDING.

## 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 |
|--------------|------------------------------------------------|------------------------------------------------------------|
| INCORPORATOR | ROBERT J LUKENS                                | 392 BENEFIT STREET<br>PROVIDENCE, RI 02803 USA             |
| INCORPORATOR | MOLLY REGAN                                    | 1 FULTON STREET APT. 706<br>PROVIDENCE, RI 02903 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 24 Day of February, 2012 at 7:27:57 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.*

ROBERT J LUKENS  
MOLLY REGAN

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

A. RALPH MOLLIS

*Secretary of State*

