



**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 AZIZ & MEGALAA CORPORATION 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	100.00

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:

ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL, TRANSFER OR PLEDGE 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 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 AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY 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 THE 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 ANY PARTICULAR INSTANCE WAIVE THE REQUIREMENT.

ARTICLE III

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

No. and Street: 828 DIAMOND HILL RD

City or Town: WOONSOCKET

State: RI

Zip: 02895

The name of its initial registered agent at such address is

SIFIN AZIZ

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:

EXCEPT AS LIMITED BY LAW OR AS PROVIDED IN PARAGRAPHS 2 AND 3, EACH OFFICER OF THIS CORPORATION (AND HIS HEIRS AND PERSONAL REPRESENTATIVES) SHALL BE INDEMNIFIED BY THIS CORPORATION AGAINST ALL EXPENSES INCURRED BY HIM IN CONNECTION WITH ANY PROCEEDING IN WHICH HE IS INVOLVED AS A RESULT OF HIS SERVING OR HAVING SERVED AS AN OFFICER OF THIS CORPORATION OR, AT THE REQUEST OF THIS CORPORATION, AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANY OTHER ORGANIZATION. 2. NO INDEMNIFICATION SHALL BE PROVIDED TO AN OFFICER WITH RESPECT TO A MATTER AS TO WHICH IT SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING THAT HE DID NOT ACT IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTEREST OF THIS CORPORATION. 3. IN THE EVENT THAT A PROCEEDING IS COMPROMISED OR SETTLED SO AS TO IMPOSE ANY LIABILITY OR OBLIGATION UPON AN OFFICER OR UPON THIS CORPORATION, NO INDEMNIFICATION SHALL BE PROVIDED TO SAID OFFICER WITH RESPECT TO A MATTER IF THIS CORPORATION HAS OBTAINED AN OPINION OF COUNSEL THAT WITH RESPECT TO SAID MATTER SAID OFFICER DID NOT ACT IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THIS CORPORATION. 4. TO THE EXTENT AUTHORIZED BY THE BOARD OF DIRECTORS OR THE STOCKHOLDERS, THIS CORPORATION MAY PAY INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF A PROCEEDING, UPON RECEIPT OF AN UNDERTAKING BY THE PERSON INDEMNIFIED TO REPAY SUCH INDEMNIFICATION IF IT SHALL BE ESTABLISHED THAT HE IS NOT ENTITLED TO INDEMNIFICATION BY AN

ADJUDICATION UNDER PARAGRAPH 2 OR BY AN OPINION OF COUNSEL UNDER PARAGRAPH

3 HEREOF. 5. FOR THE PURPOSES OF THIS ARTICLE: A. "OFFICER" MEANS ANY PERSON WHO

SERVES OR HAS SERVED AS A DIRECTOR OR IN ANY OTHER OFFICE FILLED BY ELECTION OR

APPOINTMENT BY THE STOCKHOLDERS OR THE BOARD OF DIRECTORS; B. "PROCEEDING"

MEANS ANY ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL BROUGHT OR THREATENED IN OR BEFORE ANY COURT, TRIBUNAL, ADMINISTRATIVE OR LEGISLATIVE

BODY OR AGENCY; AND C. "EXPENSE" MEANS ANY LIABILITY FIXED BY A JUDGMENT, ORDER, DECREE, OR AWARD IN A PROCEEDING, ANY AMOUNT REASONABLY PAID IN SETTLEMENT OF A PROCEEDING AND ANY PROFESSIONAL FEES AND OTHER DISBURSEMENTS REASONABLY INCURRED IN A PROCEEDING, 6. NOTHING IN THIS ARTICLE

SHALL LIMIT ANY LAWFUL RIGHTS TO INDEMNIFICATION EXISTING INDEPENDENTLY OF

THIS ARTICLE. 7. 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

OTHER PROCEEDINGS ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

ARTICLE VI B.

TRANSACTIONS WITH INTERESTED PERSONS 1. UNLESS ENTERED INTO IN BAD FAITH, NO

CONTRACT OR TRANSACTION BY THIS CORPORATION SHALL BE VOID, VOIDABLE OR IN

ANY WAY AFFECTED BY REASON OF THE FACT THAT IT IS WITH AN INTERESTED PERSON. 2.

FOR THE PURPOSES OF THIS ARTICLE, "INTERESTED PERSON" MEANS ANY PERSON OR ORGANIZATION IN ANY WAY INTERESTED IN THIS CORPORATION WHETHER AS AN OFFICER, DIRECTOR, STOCKHOLDER, EMPLOYEE OR OTHERWISE, AND ANY OTHER ENTITY

IN WHICH ANY SUCH PERSON OR ORGANIZATION OR THIS CORPORATION IS IN ANY WAY

INTERESTED. 3. UNLESS SUCH CONTRACT OR TRANSACTION WAS ENTERED INTO IN BAD

FAITH, NO INTERESTED PERSON, BECAUSE OF SUCH INTEREST, SHALL BE LIABLE TO THIS

CORPORATION OR TO ANY OTHER PERSON OR ORGANIZATION FOR ANY LOSS OR EXPENSE

INCURRED BY REASON OF SUCH CONTRACT OR TRANSACTION OR SHALL BE

ACCOUNTABLE FOR ANY GAIN OR PROFIT REALIZED FROM SUCH CONTRACT OR TRANSACTION
ARTICLE VI C. STOCKHOLDERS' MEETING MEETINGS OF
STOCKHOLDERS OF
THIS CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES. ARTICLE VI D.
AMENDMENT OF BY-LAWS THE BY-LAWS MAY PROVIDE THAT THE BOARD OF
DIRECTORS
AS WELL AS THE STOCKHOLDERS MAY MAKE, AMEND OR REPEAL THE BY-LAWS OF
THIS
CORPORATION, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY
LAW, BY
THESE ARTICLES OR BY THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDER.
ARTICLE
VI E. THE STOCK ISSUED SHALL BE ISSUED PURSUANT TO SECTION 1244 OF THE
INTERNAL
REVENUE CODE, 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	NABIL ADLY MUHAREB MEGALAA	30 B MAPLE ST MENDON, MA 01756 USA
INCORPORATOR	SIFIN G AZIZ	30 B MAPLE ST MENDON, MA 01756 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 30 Day of July, 2012 at 12:15:39 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.*

NABIL ADLY MUHAREB MEGALAA
SIFIN G AZIZ