

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Compass Hardware Company

(This is a close corporation pursuant to §7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The total number of shares which the corporation has the authority to issue is:

(a) *If only one class:* Total number of shares 4,000

or

(b) *If more than one class:* Total number of shares of each class _____

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:

3. The address of the initial registered office of the corporation is:

60 South County Commons Way, Suite G4

(Street Address, not P.O. Box)

Wakefield

(City/Town)

, RI 02879-2299

(Zip Code)

and the name of its initial registered agent at

such address is James V. Aukerman

(Name of Agent)

4. 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.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Any action, excepting actions pursuant to Section 7-1.1-67, 7-1.1-70.1, or 7-1.1-72 of the Rhode Island General Laws, required or permitted to be taken at a meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote if consented to in writing by the holder of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such actions if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such actions shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were present.

The corporation may be dissolved at any time upon an affirmative vote of the holders of 50% or more of the shares of the corporation.

The sale, transfer, or other disposition of shares in the corporation is restricted in accordance with the provisions of the By-Laws of the corporation.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>James V. Aukerman</u>	<u>60 South County Commons Way, Suite G-4</u>
<u></u>	<u>Wakefield, RI 02879</u>
<u></u>	<u></u>

8. 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 _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: August 23, 2012

James V. Aukerman

Signature of each Incorporator



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

