

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 EAST GREENWICH RESTAURANT GROUP, INC.

(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 1,000

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:

50 Park Row West, Suite 111

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent at

such address is Stephen J. DiGianfilippo, Esq.

(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 **FILED** value of \$0.01 per share.

FEB 06 2013

BY

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SECRETARY OF STATE  
DIVISION OF BUSINESS SERVICES



**EXHIBIT A**

**TO ARTICLES OF INCORPORATION OF**

**EAST GREENWICH RESTAURANT GROUP, INC.**

- (a) **Provisions for Regulation of Internal Affairs of Corporation.** Such provisions as are contained in the By-Laws for the corporation as on file with the registered agent of the corporation (“By-Laws”).
- (b) **No Board of Directors.** There is no Board of Directors, and all of the discretions and powers normally vested in a Board of Directors are hereby assigned to the shareholder(s) who shall exercise such authority in accordance with the By-Laws.
- (c) **No Personal Liability.** To the fullest extent allowable by law, no shareholder shall have any personal liability for breach of duty in connection with the exercise or non-exercise of the powers and discretions normally vested in a Board of Directors but granted to the shareholders hereby.
- (d) **Issuance of Common Shares.** Common shares may be issued for such consideration as is determined from time to time by the shareholder(s) in accordance with the By-Laws.
- (e) **Transfer of Common Shares.** No transfer of common shares of the corporation shall be valid unless the transfer is approved of by all of the shareholders and otherwise complies with the By-Laws.
- (f) **No Pre-Emptive Rights.** Shareholders shall have no pre-emptive rights.
- (g) **No Annual Meeting Required.** Except as may otherwise be required by law or by the provisions of the By-Laws, the corporation need not hold an annual meeting of the shareholders.
- (h) **Indemnification.** Pursuant to Section 7-1.2-814(b) of the Act, each officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by this Corporation, to the full extent permitted by law, as such applicable law may be amended from time to time, against any cost, expense (including attorneys’ fees) judgment or liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, civil or criminal (including any proceeding before any administrative or legislative body or agency), to which he may be made a party or with which he shall be threatened by reason of his being an officer of this Corporation or of any other corporation which he serves or has served as officer at the request of this Corporation (whether or not he continues to be an officer of this Corporation or an officer of such other corporation at the time such action, suit or proceedings is brought or threatened), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation or to the extent that such matter relates to service: (i) with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, or (ii) outside his official capacity, that action was not opposed to the best interests of the Corporation. The foregoing right of indemnification shall be in addition to any rights to which any directors or officer may otherwise be entitled.