



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 Alex Garcia Enterprises, Inc. (AGE)

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>
CWP	\$10.0000	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:

ALL SHAREHOLDERS ARE PERMITTED TO VOTE BY WAY OF PROXY SOLICITATION, VOTING TRUSTS, AND POOLING OF INTERESTS AGREEMENT. THERE MUST BE A QUORUM MET AT EVERY MEETING OF THE BOARD OF DIRECTORS. PURSUANT TO THE REVISED MODEL BUSINESS CODE ANNOTATED (RMBCA), THE SHAREHOLDERS VOTE TO ELECT THE MEMBERS OF THE BOARD OF DIRECTORS, AND THE DIRECTORS THEN SELECT THE CORPORATE EXECUTIVES. STAGGERING THE BOARD IS ALSO PERMITTED TO VOTE WITH REGARDS TO SHAREHOLDERS AND DIRECTORS OF ALEX GARCIA ENTERPRISES, INC.. THE DIRECTORS MUST CONFORM TO THE SPECIFICATIONS SET FORTH BY THE BUSINESS JUDGMENT RULE AND MUST NOT USURP A CORPORATE OPPORTUNITY ACCORDING TO THE CORPORATE OPPORTUNITY DOCTRINE. INTERESTED DIRECTOR TRANSACTIONS AND SELF-DEALING ARE ALSO EXPRESSLY FORBIDDEN BY ALEX GARCIA ENTERPRISES, INC..

ARTICLE III

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

No. and Street: 976 DOUGLAS AVENUE, 2ND FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is

RONALD SATISH EMRIT

**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:

ALEX GARCIA ENTERPRISES, INC. (AGE) IS GOING TO BE ENGAGED IN THE MUSIC BUSINESS AS A RECORD LABEL. HOWEVER, THE RMBCA HAS ABOLISHED THE CONCEPT OF ULTRA VIRES TRANSACTIONS. AS SUCH, IT WOULD BE OF NO CONSEQUENCE IF ALEX GARCIA ENTERPRISES, INC. CHOSE TO DO BUSINESS IN ANOTHER INDUSTRY SEPARATE FROM THE MUSIC BUSINESS. IN THIS EVENT, THE INCORPORATORS OF ALEX GARCIA ENTERPRISES, INC. WOULD AMEND THE ARTICLES OF INCORPORATION TO REFLECT THEIR NEW BUSINESS DEALINGS. BYLAWS ARE NOT REQUIRED BY LAW, AND THE CORPORATE EXECUTIVES AND/OR DIRECTORS OF ALEX GARCIA ENTERPRISES, INC. (AGE) MAY CHOOSE TO DRAFT BYLAWS OR DECIDE NOT TO DRAFT THEM UNTIL A LATER DATE.

**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	RONALD SATISH EMRIT	976 DOUGLAS AVENUE, 2ND FLOOR PROVIDENCE, RI 02908 USA
INCORPORATOR	NICOLE ROCIO LEAL-MENDEZ	976 DOUGLAS AVENUE, 2ND FLOOR PROVIDENCE, RI 02908 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 4 Day of August, 2013 at 2:43:37 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.*

RONALD SATISH EMRIT  
NICOLE ROCIO LEAL-MENDEZ

Form No. 100  
Revised 09/07

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