



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 Chessawanock Island Oysters, 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>
STK	\$0.0100	1,000,000.00

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:

**ARTICLE III**

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

No. and Street: 400 STATION STREET  
City or Town: CRANSTON State: RI Zip: 02910

The name of its initial registered agent at such address is KYLE F. HESS

**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:

5. ADDITIONAL PROVISIONS NOT INCONSISTENT WITH THE RHODE ISLAND BUSINESS CORPORATIONS ACT (§ 7-1.2-101 ET SEQ. OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED) (THE "ACT") WHICH THE INCORPORATOR ELECTS TO HAVE SET FORTH IN THESE ARTICLES OF INCORPORATION:

A. ACTION BY SHAREHOLDERS WITHOUT A MEETING: EXCEPT FOR ACTIONS REQUIRED UNDER SECTIONS 7-1.2-1002 (APPROVAL BY SHAREHOLDERS OF MERGER) OR 1102 (SALE OF ASSETS OTHER THAN IN REGULAR COURSE OF BUSINESS) ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS PURSUANT TO THE ACT OR THESE ARTICLES OF INCORPORATION OR THE BY LAWS OF THE CORPORATION, MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL THE SHAREHOLDERS ENTITLED TO VOTE THEREON PURSUANT TO THE PROVISIONS OF SECTION 7-1.2-707 OF THE ACT (AS IN EFFECT OR AS HEREAFTER AMENDED). MEETINGS OF THE SHAREHOLDERS OF THE CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES.

B. INDEMNIFICATION. PURSUANT TO SECTION 7-1.2-814(B) OF THE ACT, EACH DIRECTOR AND OFFICER OF THIS 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 A DIRECTOR OR OFFICER OF THIS CORPORATION OR OF ANY OTHER CORPORATION WHICH HE SERVES OR HAS SERVED AS DIRECTOR OR OFFICER AT THE REQUEST OF THIS CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR OF THIS CORPORATION OR 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 THE OFFICIAL CAPACITY OF THE DIRECTOR, 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.

C. ELIMINATION OF DIRECTORS' PERSONAL LIABILITY. PURSUANT TO SECTION 7-1.2-202(B)(3) OF THE ACT, NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR:

(I) ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS,

(II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW,

(III) LIABILITY UNDER SECTION 7-1.2-811 OF THE ACT (AS IN EFFECT OR AS HEREAFTER AMENDED), OR

(IV) ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT, UNLESS SAID TRANSACTION IS PERMITTED BY SECTION 7-1.2-807 OF THE ACT.

IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS ARTICLE 5 TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF EACH DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS. NEITHER THE AMENDMENT NOR REPEAL OF THIS ARTICLE 5, SUB-SECTION C, NOR THE ADOPTION OF ANY PROVISION OF THE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE 5, SUBSECTION C, SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE 5, SUBSECTION C, IN RESPECT OF ANY MATTER OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM THAT, BUT FOR THIS ARTICLE 5, SUBSECTION C, WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

#### ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	PATRICK F. HESS ESQ.	400 STATION STREET CRANSTON, RI 02910 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 14 Day of August, 2013 at 4:00:39 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.*

PATRICK F. HESS ESQ.

Form No. 100  
Revised 09/07