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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

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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 TAG Holdings, 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 N/A

or

(b) If more than one class: Total number of shares of each class See attached

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:

See Attached

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

27 Sakonnet Point Road

(Street Address, not P.O. Box)

Littleton Compton

(City/Town)

, RI 02837

(Zip Code)

and the name of its initial registered agent at

such address is James P. Redding

(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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By 49-220629

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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:

NONE

7. The name and address of each incorporator is:

Name

Address

James P. Redding

One International Place, Boston, MA 02110

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: March 18, 2014

Signature of each Incorporator

EXHIBIT A

2(b): The aggregate number of shares which the corporation has authority to issue is Five Thousand Two Hundred Fifty (5,250) common shares with no par value divided into:

- i) Two Hundred Fifty (250) Class B voting common shares;
- ii) One Thousand Five Hundred (1,500) Class B non-voting common shares;
- iii) Two Hundred Fifty (250) Class C voting common shares;
- iv) One Thousand Five Hundred (1,500) Class C non-voting common shares;
- v) Two Hundred Fifty (250) Class D voting common shares; and
- vi) One Thousand Five Hundred (1,500) Class D non-voting common shares.

A. The powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof are as follows:

SECTION 1

Holders of the Voting Common Shares shall be entitled to one (1) vote for each outstanding share, regardless of class, on every matter submitted to a vote at a meeting of shareholders except as provided in subsection (i) below. Every shareholder entitled to a vote at a meeting of shareholders or to express consent without a meeting may authorize another person or persons to act for him by proxy, executed in writing by a shareholder or a duly authorized attorney-in-fact.

(i) Election and Term of Directors.

(a) The holders of the Class B Voting Common Shares, voting as a separate class, shall be entitled to elect one (1) director of the Corporation. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors, the presence in person or by proxy (or the written consent) of the holders of at least two-thirds in interest of the then outstanding shares of the Class B Voting Common Shares shall constitute a quorum of the Class B Voting Common Shares for the election of directors to be elected solely by the holders of the Class B Voting Common Shares. A vacancy in any directorship elected by the holders of the Class B Voting Common Shares shall be filled only by vote or written consent of the holders of the Class B Voting Common Shares, consenting or voting, as the case may be, separately as one class. The directors to be elected by the holders of the Class B Voting Common Shares, voting separately as one class, shall serve for terms extending from the date of their election and qualification until the time of the next succeeding annual meeting of stockholders and until their successors have been elected and qualified.

(b) The holders of the Class C Voting Common Shares, voting as a separate class, shall be entitled to elect one (1) director of the Corporation. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors, the presence in person or by proxy (or the written consent) of the holders of at least two-thirds in interest of the then outstanding shares of the Class C Voting

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Common Shares shall constitute a quorum of the Class C Voting Common Shares for the election of directors to be elected solely by the holders of the Class C Voting Common Shares. A vacancy in any directorship elected by the holders of the Class C Voting Common Shares shall be filled only by vote or written consent of the holders of the Class C Voting Common Shares, consenting or voting, as the case may be, separately as one class. The directors to be elected by the holders of the Class C Voting Common Shares, voting separately as one class, shall serve for terms extending from the date of their election and qualification until the time of the next succeeding annual meeting of stockholders and until their successors have been elected and qualified.

(c) The holders of the Class D Voting Common Shares, voting as a separate class, shall be entitled to elect one (1) director of the Corporation. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors, the presence in person or by proxy (or the written consent) of the holders of at least two-thirds in interest of the then outstanding shares of the Class D Voting Common Shares shall constitute a quorum of the Class D Voting Common Shares for the election of directors to be elected solely by the holders of the Class D Voting Common Shares. A vacancy in any directorship elected by the holders of the Class D Voting Common Shares shall be filled only by vote or written consent of the holders of the Class D Voting Common Shares, consenting or voting, as the case may be, separately as one class. The directors to be elected by the holders of the Class D Voting Common Shares, voting separately as one class, shall serve for terms extending from the date of their election and qualification until the time of the next succeeding annual meeting of stockholders and until their successors have been elected and qualified.

(e) Any or all of the directors may be removed with or without cause by a vote of the holders of the class of shares which nominated such director, and any director may be removed for cause by a vote of the board of directors. Directors need not be shareholders of the Corporation or residents of the State of Rhode Island.

SECTION 2

The holders of the Common Shares shall be entitled to receive dividends only as determined by the Board of Directors of the Corporation. No shareholders shall have the right to any dividends except as declared by the Board of Directors nor shall any dividends cumulate.

All dividends upon any class of stock of the Corporation may be declared only as of and after the end of an annual or semi-annual fiscal period. Dividends shall be declared as permitted by law, subject to the provisions of the General Laws of the State of Rhode Island.