



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 MAGIC NAILS 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<br><i>Number of Shares</i> |
|----------------|---------------------|--|
| CNP            | \$0.0000            | 275,000.00   |

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:

TO ENGAGE IN THE GENERAL SERVICE RELATED WITH NAILS AND NAILS SALON TO RENDER ANY RELATED SERVICES INCIDENTAL THERETO, AND IN THE GENERAL TO UNDERTAKE ALL MATTERS AS ARE AUTHORIZED FOR A NAILS AND BEAUTY SALON DOING BUSINESS IN THE RHODE ISLAND. AND TO EXERCISE ALL POWERS AND PRIVILEGES NOW OR HEREAFTER GRANTED TO A CORPORATION UNDER THE PROVISION (CHAPTER 7-1.2- OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED) RHODE ISLAND LAWS, AS AMENDED FROM TIME TO TIME OR ANY SUBSTITUTE THEREFORE

**ARTICLE III**

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

No. and Street: 1525 SMITH ST UNIT 4  
City or Town: NORTH PROVIDENCE State: RI Zip: 02911

The name of its initial registered agent at such address is NGA THANH CAO

**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:

##### OTHER LAWFUL PROVISIONS

(A) THE CORPORATION MAY CARRY ON ANY BUSINESS, OPERATION OR ACTIVITY REFERRED TO IN ARTICLE II TO THE SAME EXTENT AS AN INDIVIDUAL, WHETHER AS PRINCIPAL, AGENT, PARTNER, JOINT VENTURE, CONTRACTOR OR OTHERWISE.

(B) THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH UNDER THE LAWS OF THE RHODE ISLAND OR THE BYLAWS MAY ONLY BE MADE, AMENDED, OR REPEALED BY THE STOCKHOLDERS.

(C) MEETING OF THE STOCKHOLDERS MAY BE HELD ANYWHERE IN THE UNITED STATES.

(D) THE DIRECTORS MAY SPECIFY THE MANNER IN WHICH THE ACCOUNTS OF THE CORPORATION SHALL BE KEPT AND MAY DETERMINE WHAT CONSTITUTES NET EARNINGS, PROFITS AND SURPLUS; WHAT AMOUNTS, IF ANY, SHALL BE RESERVED FOR ANY CORPORATE PURPOSE; AND WHAT AMOUNTS, IF ANY, SHALL BE DECLARED AS DIVIDENDS.

(E) THE DIRECTORS MAY AUTHORIZE SHARES TO BE ISSUED FOR CONSIDERATION CONSISTING OF ANY TANGIBLE OR INTANGIBLE PROPERTY OR BENEFIT TO THE CORPORATION, INCLUDING WITHOUT LIMITATION EQUIPMENT, INVENTORY CASH, ACCOUNTS, PROMISSORY NOTES, SECURITIES, SERVICES PERFORMED, CONTRACTS FOR

SERVICES TO BE PERFORMED, OR OTHER SECURITIES OF THE CORPORATION.

(F) THE DIRECTORS SHALL DETERMINE THE ADEQUACY OF THE CONSIDERATION PAID FOR ISSUANCE OF SHARES. SAID DETERMINATION SHALL BE CONCLUSIVE INsofar AS THE ADEQUACY OF THE CONSIDERATION RELATES TO WHETHER THE SHARES ARE VALIDLY ISSUED, FULLY PAID, AND NO ASSESSABLE.

(G) THE DIRECTORS SHALL HAVE THE POWER TO FIX FROM TIME TO TIME THEIR COMPENSATION.

(H) IN THE ABSENCE OF FRAUD OR BAD FAITH, NO PERSON SHALL BE DISQUALIFIED FROM HOLDING OR EXCISING ANY OFFICE BY REASON OF ANY INTEREST.

(I) IN THE ABSENCE OF FRAUD OR BAD FAITH, ANY DIRECTOR, OFFICER, OR STOCKHOLDER OF THIS CORPORATION MAY BE A PARTY TO OR OTHERWISE INTERESTED

IN ANY CONTRACT, TRANSACTION OR OTHER ACT OF THIS CORPORATION.

(J) NO DIRECTOR SHALL BE LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR EXCEPT TO THE EXTENT EXCULPATION FROM LIABILITY IS NOT PERMITTED UNDER LAW.

#### 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

NGA THANH CAO

56 INTERVALE AVE  
NORTH PROVIDENCE, MA 02911 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: 12/28/2014

**Signed this 27 Day of December, 2014 at 2:52:05 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.*

NGA THANH CAO

Form No. 100  
Revised 09/07

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# 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*

