



**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 Cellar Door Company 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>
CWP	\$1.0000	1,000.00

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: 469 CENTERVILLE ROAD, STE 203

City or Town: WARWICK

State: RI

Zip: 02886

The name of its initial registered agent at such address is JOHN A. PARMELEE, CPA

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:

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

A) THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS AS SET FORTH IN §7-1.2-613 OF THE GENERAL LAWS, AS AMENDED.

B) IN THE EVENT THAT ANY STOCKHOLDER, OR THE REPRESENTATIVE HEIRS, ADMINISTRATORS, EXECUTORS, SUCCESSORS OR ASSIGNS OF ANY STOCKHOLDER OR ANY PERSON OR PERSONS TO WHOM TITLE OF ANY STOCKHOLDER IN STOCK OF THIS CORPORATION MAY DEVOLVE OR PASS BY ASSIGNMENT FOR THE BENEFIT OF CREDITORS, APPOINTMENT OF A RECEIVER, FILING OF A PETITION IN BANKRUPTCY, OR BY OPERATION OF LAW OR OTHERWISE, SHALL DESIRE TO SELL THE WHOLE OR ANY PORTION OF HIS STOCK IN THIS CORPORATION, HE SHALL, BEFORE OFFERING THE SAME TO ANY PERSON, GIVE NOTICE IN WRITING TO THE CORPORATION OF HIS DESIRE TO SELL THE SAME TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE IS WILLING TO SELL SAID STOCK. IF, WITHIN TWENTY (20) DAYS AFTER THE RECEIPT OF ANY SUCH NOTICE, THE BOARD OF DIRECTORS SHALL ELECT TO PURCHASE THE SHARES SO OFFERED, THE SECRETARY OR TREASURER OR SOME OTHER OFFICER DESIGNATED BY THE BOARD OF DIRECTORS SHALL FORTHWITH AND WITHIN SAID TWENTY (20) DAYS DELIVER IN PERSON TO SUCH STOCKHOLDER OR MAIL BY REGISTERED MAIL, POSTAGE PREPAID, ADDRESSED TO HIM AT HIS USUAL POST OFFICE ADDRESS AS STATED ON THE BOOKS OF THE CORPORATION, THE ELECTION BY THE CORPORATION TO PURCHASE SAID STOCK. SUCH NOTICE SHALL STATE THAT SUCH STOCKHOLDER MAY RECEIVE THE PURCHASE PRICE FOR SUCH STOCK AT THE OFFICE OF THE CORPORATION UPON TRANSFER TO THE CORPORATION OF THE SHARES SOLD. IF SUCH NOTICE OF ELECTION TO PURCHASE SHALL NOT BE GIVEN WITHIN THE TWENTY (20) DAYS SET FORTH ABOVE, THE STOCKHOLDER SHALL BE AT LIBERTY TO SELL HIS STOCK TO ANY OTHER PARTY PROVIDED THAT SUCH SALE IS MADE WITHIN FIFTEEN (15) DAYS AFTER THE EXPIRATION OF SAID TWENTY (20) DAYS AND AT A PRICE NOT LESS THAN THE PRICE AT WHICH IT WAS OFFERED TO THE CORPORATION.

C) ALL OTHER PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION SHALL BE CONTAINED IN THE CORPORATION’S BY-LAWS.

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	STEPHEN F ANDRAS	1909 ELMWOOD AVENUE WARWICK, RI 02888 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 18 Day of February, 2015 at 1:38:22 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.

STEPHEN F ANDRAS

Form No. 100
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

