



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 Atlantis Marine 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>
CNP	\$0.0000	100.00

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 CARRY ON THE BUSINESS OF OWNING, LEASING AND OPERATING AN ENGINE AND MACHINE REPAIR AND MAINTENANCE SHOP

TO CONDUCT A REPAIR AND MAINTENANCE BUSINESS, TO OWN, LEASE OR LICENSE FACILITIES FOR ONE OR MORE LOCATION TO OPERATE THE ENGINE REPAIR AND MAINTENANCE BUSINESS

TO PURCHASE, HIRE, RENT, OR LEASE ANY REAL ESTATE NECESSARY FOR SAID PURPOSES AND TO DO ANY AND ALL THINGS NECESSARY OR INCIDENTAL TO THESE PURPOSES, TO GENERALLY ENGAGE IN ANY BUSINESS LAWFUL UNDER THE LAWS OF THE STATE OF RHODE ISLAND WITH FULL POWER TO ACQUIRE, HOLD, MANAGE, DISPOSE OF ANY AND ALL KINDS OF PROPERTY AND WHATSOEVER KIND OR NATURE AND TRANSACT ALL BUSINESS AND DO ANY AND ALL ACTS AND THINGS INCIDENTAL OR THINGS WHATSOEVER NECESSARY, PROPER, CONVENIENT OR DESIRABLE TO THE CARRYING OUT OF THE BUSINESS.

TO HAVE AND TO EXERCISE ALL THE POWERS NOW OR HEREAFTER CONFERRED BY THE LAWS OF THE STATE OF RHODE ISLAND, UPON CORPORATIONS ORGANIZED UNDER THE LAWS THEREOF AND ANY AND ALL ACTS AMENDATORY THEREOF OR SUPPLEMENTAL THERETO.

IN GENERAL, TO CARRY ON ANY OTHER LAWFUL BUSINESS WHATSOEVER IN CONNECTION WITH THE FOREGOING WHICH IS CALCULATED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTEREST OF THE CORPORATION AND TO ENHANCE THE VALUE OF ITS PROPERTY.

IN GENERAL TO DO ALL THINGS NECESSARY OR APPROPRIATE TO, OR REASONABLY RELATED TO OR ARISING OUT OF THE CONDUCT OF A BUSINESS OF THE FORGOING TYPE OR THE EXERCISE OF ANY OF THE FOREGOING POWERS OF POWER AUXILIARY TO OR CONNECTED WITH THE

FOREGOING PURPOSES.

THIS CORPORATION IS INCORPORATED UNDER THE PROVISIONS OF THE INTERNAL REVENUE CODE, SECTION 1244

ARTICLE III

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

No. and Street: 147 ABORN AVE
City or Town: WARWICK State: RI Zip: 02888

The name of its initial registered agent at such address is JAMES JORGENSEN

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:

ANY STOCKHOLDER, INCLUDING HEIRS, ASSIGNS, EXECUTORS, OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER STOCK OF THE CORPORATION OWNED BY HIM OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS, IN THE FOLLOWING MANNER:

HE SHALL NOTIFY THE DIRECTORS OF HIS DESIRE TO SELL BY A NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE APPRAISER. THE DIRECTORS SHALL, WITHIN FIFTEEN (15) DAYS THEREAFTER EITHER ACCEPT THE OFFER, REJECT THE OFFER, OR BY NOTICE TO HIM IN WRITING NAME A SECOND APPRAISER, AND THESE TWO APPRAISERS SHALL WITHIN FIFTEEN (15) DAYS AFTER THE GIVING OF THE LAST NAMED NOTICE SELECT A THIRD APPRAISER AND AT ONCE NOTIFY BOTH PARTIES IN WRITING OF THE NAME AND ADDRESS OF SAID THIRD APPRAISER. IF THE CORPORATION FAILS TO ACCEPT THE OFFER OR NAME THE SECOND APPRAISER WITHIN SAID FIFTEEN (15) DAYS, THE OFFER SHALL BE DEEMED TO BE REJECTED. IT SHALL BE THE DUTY OF THE APPRAISERS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY APPRAISER SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE APPRAISERS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH APPRAISER. THE APPRAISERS SO SELECTED SHALL WITHIN THIRTY (30) DAYS AFTER THE SELECTION OF THE THIRD APPRAISER APPRAISE SUCH STOCK PROPOSED TO BE SOLD AND THE MAJORITY OF THEM SHALL DETERMINE THE VALUE OF THE STOCK AS OF THE TIME OF SUCH APPRAISAL AND SHALL FORTHWITH GIVE WRITTEN NOTICE OF THEIR DETERMINATION TO BOTH PARTIES.

AFTER ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE APPRAISERS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF SAID THIRTY (30) DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE

RIGHT SO TO PURCHASE, ITS OPTION HEREUNDER TO SO PURCHASE SHALL TERMINATE.

UPON A REJECTION OF THE OFFER BY THE CORPORATION OR A TERMINATION OF THE OFFER, THE STOCKHOLDER SO DESIRING TO SELL ALL OR PART OF HIS STOCK SHALL MAKE THE SAME OFFER (BEING AN OFFER IN WRITING TO SELL SUCH STOCK AT THE SAME PRICE AND UPON THE SAME TERMS OFFERED TO THE CORPORATION, OR, IF AN APPRAISAL WAS MADE PURSUANT TO THE PROCEDURES SET FORTH ABOVE, AT THE PRICE DETERMINED BY THE APPRAISERS) TO ALL OF THE OTHER STOCKHOLDERS OF THE CORPORATION (AS A GROUP), AND SHALL GIVE WRITTEN NOTICE OF SUCH OFFER TO ALL OF THE OTHER THEN STOCKHOLDERS. SUCH OTHER STOCKHOLDERS SHALL WITHIN THIRTY (30) DAYS AFTER THEIR RECEIPT OF SUCH WRITTEN OFFER ACCEPT SUCH OFFER IN SUCH PROPORTIONS AMONG THEMSELVES AS THEY MAY AGREE, AND IF THEY DO NOT AGREE, THEN EACH SUCH STOCKHOLDER WHO DESIRES TO ACCEPT SUCH OFFER SHALL HAVE THE RIGHT TO PURCHASE SUCH A FRACTION OF SUCH SHARES OF STOCK AS IS COMPUTED AS FOLLOWS:

(I) THE NUMERATOR OF THE FRACTION SHALL BE THE NUMBER CORRESPONDING TO THE NUMBER OF THE SHARES OF STOCK OF THE CORPORATION THEN OWNED BY SUCH STOCKHOLDER WHO DESIRES TO ACCEPT SUCH OFFER;

(II) THE DENOMINATOR OF SUCH FRACTION SHALL BE THE NUMBER CORRESPONDING TO THE SUM OF ALL OF THE SHARES OF STOCK THEN OWNED BY ALL OF THE THEN STOCKHOLDERS WHO DESIRE TO ACCEPT SUCH OFFER;

PROVIDED, HOWEVER, THAT NO STOCKHOLDER SHALL HAVE THE RIGHT TO PURCHASE ANY PART OF THE SHARES SO OFFERED FOR SALE UNLESS ALL OF SUCH SHARES SO OFFERED FOR SALE ARE PURCHASED, PURSUANT TO SUCH OFFER, BY ONE OR MORE OF SUCH OFFEREE STOCKHOLDERS. IF THE OFFEREE STOCKHOLDERS DO NOT DESIRE TO ACCEPT THE OFFER AND NO APPRAISAL WAS MADE BY THE CORPORATION, APPRAISERS MAY BE APPOINTED IN ACCORDANCE WITH THE PROCEDURES ET FORTH ABOVE. IF THE OFFER IS NOT ACCEPTED BY THE STOCKHOLDERS OR IF THE SECOND APPRAISER IS NOT NAMED WITHIN SAID THIRTY (30) DAYS THE OFFER SHALL BE DEEMED TO BE REJECTED.

AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE APPRAISERS AS TO THE VALUE OF THE STOCK, THE STOCKHOLDERS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THE THIRTY (30) DAYS, THE STOCKHOLDERS SHALL NOT HAVE EXERCISED THE RIGHT TO PURCHASE, THE OPTION OF THE STOCKHOLDERS TO SO PURCHASE SHALL TERMINATE.

THEREUPON, THE OWNER OF THE STOCK SHALL HAVE THE RIGHT FOR A PERIOD ENDING ON THE SIXTIETH (60TH) DAY AFTER THE EXPIRATION OF THE AFORESAID THIRTY-DAY PERIOD, TO SELL SUCH STOCK TO A BONA FIDE PURCHASER IN THE SAME QUANTITY, AT THE SAME PRICE, AND UPON THE SAME TERMS AS WERE OFFERED TO THE OTHER STOCKHOLDERS OF THE CORPORATION. UPON THE EXPIRATION OF THE SIXTY-DAY PERIOD, IF SUCH STOCKHOLDER DOES NOT SELL SUCH STOCK, ALL OF THE RESTRICTION IMPOSED BY THIS ARTICLE FIFTH OF THE ARTICLES OF ORGANIZATION SHALL APPLY TO THE STOCK OWNED BY SUCH STOCKHOLDER.

NO SHARES OF THE STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH.

OTHER LAWFUL PROVISIONS FOR THE CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING, DEFINING OR REGULATING THE POWERS OF THE CORPORATION, OR OF ITS DIRECTORS O STOCKHOLDERS, OR ANY CLASS OF STOCKHOLDERS:

(A) THE DIRECTOR MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OF THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDERS.

(B) MEETINGS OF THE STOCKHOLDERS MAY BE HELD ANYWHERE IN THE UNITED STATES.

(C) THE CORPORATION MAY BE PARTNER IN ANY BUSINESS ENTERPRISE IT WOULD HAVE POWER TO CONDUCT ITSELF.

(D) THE DIRECTOR SHALL HAVE THE POWER TO FIX FROM TIME TO TIME THEIR COMPENSATION. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST. IN THE ABSENCE OF FRAUD, ANY DIRECTOR, OFFICER OR STOCKHOLDER OF THIS CORPORATION, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY CONCERN WHICH IS A STOCKHOLDER OF THIS CORPORATION, OR ANY CONCERN WHICH ANY SUCH DIRECTORS, OFFICERS, STOCKHOLDERS OR INDIVIDUALS HAVE ANY INTEREST, MAY BE PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT, TRANSACTION OR OTHER ACT OF THIS CORPORATION, AND

(1) SUCH CONTRACT, TRANSACTIONS OR SHALL NOT BE IN ANY SUCH WAY INVALIDATED OR OTHERWISE AFFECTED BY THE FACT;

(2) NO SUCH DIRECTOR, OFFICER, STOCKHOLDER OR INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH CONTRACT, TRANSACTION OR ACT; AND

(3) ANY SUCH DIRECTOR OF THIS CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE DIRECTORS OR OF ANY COMMITTEE THEREOF WHICH SHALL AUTHORIZE ANY SUCH CONTRACT, TRANSACTION OR ACT, ANY MAY VOTE TO AUTHORIZE THE SAME;

THE TERM "INTEREST" INCLUDING PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, STOCKHOLDER, SHAREHOLDER, TRUSTEE, MEMBER OF BENEFICIARY CONCERN; AND

THE TERM "CONCERN" MEANING THE CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION.

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	JAMES JORGENSEN	147 ABORN AVE

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 25 Day of February, 2015 at 5:27:43 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.*

JAMES JORGENSEN

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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

