



**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 NEWPORT BEACH HOUSE, 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	\$0.0001	10,000,000.00

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: 36 WASHINGTON SQUARE

City or Town: NEWPORT

State: RI

Zip: 02840

The name of its initial registered agent at such address is MARK B. BARDORF

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:

(A) ACTION BY THE SHAREHOLDERS PURSUANT TO RHODE ISLAND GENERAL LAWS, 1956, AS AMENDED, RIGL §7-1.2-707(B) IS HERBY AUTHORIZED.

(B) NO DIRECTOR OR SHAREHOLDER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF SUCH

DIRECTOR’S OR SHAREHOLDER’S DUTY AS A DIRECTOR OF, IN THE CASE OF A SHAREHOLDER, DUTY AS A PERSON UNDERTAKING TO EXERCISE THE RESPONSIBILITIES

OF A DIRECTOR; PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE

LIABILITY OF SUCH DIRECTOR OR SHAREHOLDER FOR: (I) ANY BREACH OF SUCH DIRECTOR’S OR SHAREHOLDER’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 IMPOSED PURSUANT TO THE PROVISIONS OF RIGL §7-1.2-811; OR (IV) ANY TRANSACTION FROM WHICH SUCH DIRECTOR OR SHAREHOLDER DERIVED AN IMPROPER

PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY RIGL §7-1.2-807).

(C) PURSUANT TO RIGL §7-1.2-1701 (D), ANNUAL MEETINGS OF SHAREHOLDERS SHALL NOT BE REQUIRED UNLESS ONE OR MORE SHAREHOLDERS DELIVER

WRITTEN NOTICE TO THE CORPORATION REQUESTING A MEETING AT LEAST THIRTY (30)

DAYS BEFORE THE MEETING DATE STATED OR FIXED IN ACCORDANCE WITH THE BYLAWS OF THE 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	MARK BARDORF ESQ.	36 WASHINGTON SQUARE NEWPORT, RI 02840 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 8 Day of April, 2015 at 2:52:27 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.*

MARK BARDORF ESQ.

Form No. 100
Revised 09/07

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