

Filing Fee: \$70.00

ID Number: 16339



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 JUN 30 AM 11:24

BUSINESS CORPORATION

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-906 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

- 1. The name of the corporation is Newport Harbor Corporation
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 23 2015, in the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

(Briefly describe amendments in space below. If there are no such amendments, state "None".)

The Articles are being restated to integrate the original Articles filed in 1925 with the several amendments filed in 1930, 1981, 1984, 1988, 1996 and 2004. The purposes stated in the 1925 filing have been amended to reflect the current purposes permitted under the Rhode Island Business Corporation Act. The provision introduced as Article 9 in the 1988 filing is set forth in Article 6 of the attached Exhibit A and has been changed to update the referenced sections of the Act. Article 6 in Exhibit A also states that the shareholders do not have preemptive rights.

- 3. The attached restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation, as previously amended, and that the restated articles of incorporation, together with the designated amendments, if any, supersede the original articles of incorporation and all previous amendments to the articles of incorporation.
4. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
5. These Restated 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 declare and affirm that I have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date:

6/23/15

FILED

Signature of Authorized Officer of the Corporation

ALEXANDER WALSH
Type or Print Name of Authorized Officer

BY CW 251967
11:24

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEWPORT HARBOR CORPORATION
A Rhode Island corporation**

Newport Harbor Corporation, a corporation organized and existing under the laws of the State of Rhode Island, hereby certifies (i) that the corporation was originally incorporated on May 7, 1925 under the name Newport Oil Corporation; and (ii) the original Articles of Incorporation were amended on June 30, 1930, June 4, 1981, December 12, 1984, February 5, 1988, July 16, 1996 and December 13, 2004. The corporation in accordance with the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956 of the State of Rhode Island, as amended (the "R.I.G.L."), has adopted these Amended and Restated Articles of Incorporation, restating, integrating and further amending its Articles of Incorporation as set forth below. Accordingly, the Articles of Incorporation of this corporation are hereby amended and restated in their entirety as follows:

1. The name of the corporation is Newport Harbor Corporation. The corporation is not a close corporation pursuant to § 7-1.2-1701 of the R.I.G.L.
2. The total number of shares the corporation has the authority to issue is one million shares (1,000,000) of common stock, par value per share equal to \$0.01.
3. The address of the registered office of the corporation is 130 Bellevue Avenue, Unit 2, Newport, Rhode Island 02840, and the registered agent at such address is Alexander G. Walsh, Esq.
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 of R.I.G.L.
5. The authorized shares of common stock of the corporation have a per share par value equal to \$0.01.
6. The corporation elects to have the following additional provisions included in its Articles of Incorporation:

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) liability for 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 Section 7-1.2-811 of R.I.G.L., or (iv) liability for any transaction (other than transactions approved in accordance with Section 7-1.2-807 of R.I.G.L.) from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a director of the corporation existing prior to such repeal or modification.

Shareholders of this corporation shall not have preemptive rights.



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, written in a professional style.

Nellie M. Gorbea
Secretary of State

