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 National Golf Club, Inc.

X 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 *Number of Shares*
CWP	$0.0100	2,000.00

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: 97 JOHN CLARKE ROAD
City or Town: MIDDLETOWN State: RI Zip: 02842

The name of its initial registered agent at such address is STEPHEN A. HAIRE

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:

IN THE EVENT THAT ANY HOLDER OF ANY SHARES OF CAPITAL STOCK OF SAID CORPORATION SHALL DESIRE TO TRANSFER THE SAME, HOLDER SHALL FIRST OFFER THE SAME FOR SALE TO SAID CORPORATION, AT THE LOWEST PRICE AT WHICH HOLDER IS WILLING TO TRANSFER THE SAME, PROVIDED, HOWEVER THAT SAID CORPORATION, UPON THE VOTE OF THE MAJORITY OF THE ISSUED AND OUTSTANDING SHARES OF CAPITAL STOCK VOTING, EXCLUSIVE OF THE SHARES OFFERED FOR SALE AS AFORESAID, SHALL ELECT TO PURCHASE SAID SHARES WITHIN TEN DAYS FROM THE DATE UPON WHICH IT IS NOTIFIED OF SAID OFFER, SAID PRICE, BY SAID HOLDER OF SHARES, AND FURTHER SAID CORPORATION SHALL NOTIFY SAID HOLDER OF SHARES OF ITS SAID ELECTION WITHIN FORTY EIGHT HOURS AFTER SAID VOTE IS CAST, IN WRITING BY REGISTERED MAIL, OR HAND DELIVERY, ADDRESSED TO THE LAST AND USUAL PLACE OF ABODE OF SAID HOLDER OF SHARES, AND IN THE EVENT THAT SAID CORPORATION SHALL NOT ELECT TO PURCHASE SAID SHARES OR SHALL FAIL TO GIVE NOTICE AS AFORESAID, SAID HOLDER OF SHARES SHALL THEREUPON OFFER THE SAME FOR SALE TO THE OTHER SHAREHOLDERS OF SAID CORPORATION AT THE LOWEST PRICE AT WHICH HOLDER IS WILLING TO SELL THE SAME, AND, PROVIDED ANY SHAREHOLDER SHALL ELECT TO PURCHASE ALL OR A PORTION OF SAID SHARES WITHIN TEN DAYS FROM THE DATE ON WHICH THEY ARE NOTIFIED OF SAID OFFER, OF IF MORE THAN ONE SHAREHOLDER, THEN SAID STOCK SHALL BE PRORATED AMONG THEM OR SUCH OF THEM AS ELECT TO PURCHASE, SAID SHAREHOLDER SHALL GIVE NOTICE OF HIS ELECTION TO PURCHASE IN WRITING BY REGISTERED MAIL OR HAND DELIVERY, ADDRESSED TO THE LAST AND USUAL ABODE OF SAID HOLDER OF SHARES, OTHERWISE SAID HOLDER OF SHARES MAY SELL SAID SHARE TO ANY OTHER PERSON AT A PRICE NOT LESS THAN OFFERED TO SAID CORPORATION AND SAID OTHER SHAREHOLDERS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	STEPHEN A HAIRE	97 JOHN CLARKE ROAD MIDDLETOWN, RI 02842 USA

ARTICLE VII

These Articles of Incorportion 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 5 Day of February, 2016 at 12:19:34 AM 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 A HAIRE

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:

February 05, 2016 12:15 AM

Nellie M. Gorbea
Secretary of State

0-9032-0