

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Aquidneck Aquarium, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To establish, conduct and operate a business for the care, sale and exhibition of living specimens of aquatic plants and animals and for the care, sale and exhibition of fish; and to conduct any legal business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for the benefit of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(p) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

Without Par Value

or

(b) *If more than one class:* Total number of shares None

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Not Applicable

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The restrictions placed on the transferability of the outstanding capital stock of the corporation as hereinafter set forth, shall not be applicable so long as there is only one stockholder, but so long as there shall be more than one stockholder of the outstanding capital stock of the corporation, no holder of any of the capital stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he or she is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his or her stock if his or her said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer be the Secretary, then to the President. The Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding, to be held within 10 days after the receipt of the said offer, for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding, shall have 30 days after the receipt of said offer to accept or reject said offer, (Cont'd)

SEVENTH. The address of the initial registered office of the corporation is
545 West Main Road, Middletown, R. I. 02840 (add Zip Code)
and the name of its initial registered agent at such address is:

Eugene Carreiro

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Eugene Carreiro	89 Wampanoag Drive, Portsmouth, R. I.
Constance Carreiro	89 Wampanoag Drive, Portsmouth, R. I.

NINTH. The name and address of each incorporator is:

Name	Address
Eugene Carreiro	89 Wampanoag Drive, Portsmouth, R. I.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Date of Filing

Dated January 13, 1978

Eugene Carreiro

STATE OF RHODE ISLAND }
COUNTY OF NEWPORT } In the ~~City~~ Town of Tiverton

in said county this 13th day of January, A.D. 19 78

then personally appeared before me Eugene Carreiro

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Thomas T. Arady
Notary Public
My Commision Expires: 6-30-81

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and until action thereon shall first occur, no transfer of any of his or her capital stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said 30 days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six months after the expiration of said 30 days, but not otherwise or thereafter without again complying with the provisions of this article. At any such meeting the shares of stock held by the stockholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the stockholder so submitting said offer shall not be entitled to vote at said meeting. All transfers of the capital stock of the corporation are intended to be included in the prohibitions of this Article, including but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void.