



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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CORPORATIONS DIV
2016 APR 21 AM 11:59

**Article of Incorporation
Business Corporation**
Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of the corporation under RIGL 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:		
DhanLakshmi Corporation		
Is this a close corporation pursuant to <u>RIGL 7-1.2-1701</u> of the General Laws, 1956, as amended? ☒ Yes ☐ No		
2. The total number of shares which the corporation has the authority to issue is: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)		
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share
100	Common	\$0.01
If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of <u>RIGL 7-1.2</u> . State any provisions here (optional): Check this box to indicate an attachment. ☐		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Nayan Patel		
Street Address (<u>NOT</u> a P.O. Box) 500 Mendon Road		
City/Town Cumberland	State RHODE ISLAND	Zip Code 02864
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with <u>RIGL 7-1.2</u> .		

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5. Additional provisions, if any, not inconsistent with RIGL 2-1-2 which the incorporators elect to have set forth in these Articles of Incorporation: See Exhibit A attached hereto and made a part hereof. See Exhibit B attached hereto and made a part hereof. Check this box to indicate an attachment. ☐			
6. The name and address of each incorporator is:			
Name Nayan Patel		Address 500 Mendon Road Unit 423	
City/Town Cumberland	State RI	Zip Code 02864	
Name		Address	
City/Town	State	Zip Code	
Name		Address	
City/Town	State	Zip Code	
7. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX ☒ Date received (Upon filing) ☐ Later effective date (Date must be no more than 90 days from the day of filing)			
Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.			
Signature of Incorporator <i>Nayan D. Patel</i> SIGN DOCUMENT HERE		Date 04/12/2016	
Signature of Incorporator SIGN DOCUMENT HERE		Date	
Signature of Incorporator SIGN DOCUMENT HERE		Date	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Form No. 100
Revised 12/10

DhanLakshmi Corporation

EXHIBIT A

ARTICLES OF INCORPORATION

5. Provisions, if any dealing with the preemptive right of stockholders to issue shares.

The shares of this Corporation shall not be transferred by any shareholder unless such shareholder who desires to sell all or part of his or her shares shall first offer such shares for sale to the Corporation and other shareholders at the lowest price for which said shares will be offered for sale to a bona fide prospective purchaser of such shares. If the Corporation or shareholders, fail to purchase all of such shares within 31 days after written notice from the selling shareholder, the restriction upon such shares imposed by this provision shall automatically terminate at the end of said 31 days; provided, however that after the termination of said 31 day period, said shareholder who shall have offered his or her stock for sale to the Corporation, may sell the stock so offered to the Corporation to any other party, but not for a price lower than that at which said stock shall have been previously offered, and the Corporation or shareholders may require affidavits and other evidence, documentary or otherwise, from the shareholder and purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the Corporation.

EXHIBIT B

ARTICLES OF INCORPORATION

6. Provisions for the regulation of the internal affairs of the Corporation:

- (a) The Board of Directors of the Corporation shall have the authority to distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the Corporation, without the affirmative vote of the shareholders of any class of the capital stock of the Corporation.
- (b) The shareholders of this Corporation may take any action permitted by the Articles of Incorporation without the necessity of a formal meeting in accordance with the provisions of Section 7-1.2-707 of the General Laws of the State of Rhode Island ("RIGL"), 1956, as amended (the "Act").
- (c) The Directors of the Corporation may include provisions in the Corporation's By-Laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its By-Laws, or may authorize agreement to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein.

- (i) The By-Law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.
- (ii) For the purposes of this Article, when used herein.
 - (1) "Directors" means any and all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;
 - (2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes'

- (3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgement; and
- (4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.
- (iii) The By-Law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.
- (iv) Any By-Law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v) below, and the final disposition of such action suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.
- (v) The By-Law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation had determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening RIGL 7-1.2-811 of the Act; or (4) a transaction (other than a transaction approved in accordance with RIGL 7-1.2-807 of the Act) from which the person seeking indemnification derived an improper personal benefit.