



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Business Corporation
Articles of Amendment

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is COVENTRY DISCOUNT WINE & LIQUORS, INC.

If the entity's name is changing, state the new name: COVENTRY DISCOUNT WINE & LIQUORS, INC.

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 8/8/2016, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:
(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>
STK	\$0.0000	1,000.00

If the corporate duration is changing, so state: Perpetual

If the corporate purpose is changing, so state:

SALE OF LIQUOR, BEER, WINE, ETC. TO THE PUBLIC.

If there are any other provisions to be amended, so state:

THE EXISTING ARTICLE FIFTH IS HEREBY DELETED IN ITS ENTIRETY AND IS OF NO FURTHER EFFECT, AND THE FOLLOWING NEW ARTICLE FIFTH IS HEREBY ADOPTED IN ITS PLACE:

"FIFTH: PROVISIONS (IF ANY) DEALING WITH THE PREEMPTIVE RIGHT OF SHAREHOLDERS PURSUANT TO SECTION 7-1.2-613 OF THE RHODE ISLAND BUSINESS CORPORATIONS ACT (SECTION 7-1.2-101 ET SEQ. OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED) (THE "ACT"):

THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS. SHAREHOLDERS PREEMPTIVE RIGHTS SHALL BE GOVERNED BY THE PRINCIPLES PROVIDED IN SECTION 7-1.2-613(B) OF THE ACT."

THE EXISTING ARTICLE SIXTH IS HEREBY DELETED IN ITS ENTIRETY AND IS OF NO FURTHER EFFECT, AND THE FOLLOWING NEW ARTICLE SIXTH IS HEREBY ADOPTED IN ITS PLACE:

"SIXTH: PROVISIONS (IF ANY) FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

(A) PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. SUCH PROVISIONS AS ARE CONTAINED IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION ("BY-LAWS").

(B) ISSUANCE OF COMMON SHARES. COMMON SHARES MAY BE ISSUED FOR SUCH CONSIDERATION AS IS DETERMINED FROM TIME TO TIME BY THE SHAREHOLDER(S) IN ACCORDANCE WITH THE BY-LAWS.

(C) TRANSFER OF COMMON SHARES. NO TRANSFER OF COMMON SHARES OF THE CORPORATION SHALL BE VALID UNLESS THE TRANSFER COMPLIES WITH THE BY-LAWS OF THE CORPORATION AND ANY GOVERNING AGREEMENT, IF ANY, AMONG THE CORPORATION AND THE STOCKHOLDERS.

(D) NO ANNUAL MEETING REQUIRED. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW OR BY THE PROVISIONS OF THE BY-LAWS, THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF THE SHAREHOLDERS OR THE DIRECTORS.

(E) INDEMNIFICATION. PURSUANT TO SECTION 7-1.2-814(B) OF THE ACT, EACH OFFICER AND DIRECTOR OF THE CORPORATION (AND HIS HEIRS, EXECUTORS AND ADMINISTRATORS) SHALL BE INDEMNIFIED BY THIS CORPORATION, TO THE FULL EXTENT PERMITTED BY LAW, AS SUCH APPLICABLE LAW MAY BE AMENDED FROM TIME TO TIME, AGAINST ANY COST, EXPENSE (INCLUDING ATTORNEYS' FEES) JUDGMENT OR LIABILITY REASONABLY INCURRED BY OR IMPOSED UPON HIM OR HER IN CONNECTION WITH ANY ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL (INCLUDING ANY PROCEEDING BEFORE ANY ADMINISTRATIVE OR LEGISLATIVE BODY OR AGENCY), TO WHICH HE OR SHE MAY BE MADE A PARTY OR WITH WHICH HE OR SHE SHALL BE THREATENED BY REASON OF HIS OR HER BEING AN OFFICER OR DIRECTOR OF THIS CORPORATION OR OF ANY OTHER CORPORATION WHICH HE OR SHE SERVES OR HAS SERVED AS OFFICER OR DIRECTOR AT THE REQUEST OF THIS CORPORATION (WHETHER OR NOT HE OR SHE CONTINUES TO BE AN OFFICER OR DIRECTOR OF THIS CORPORATION OR AN OFFICER OR DIRECTOR OF SUCH OTHER CORPORATION AT THE TIME SUCH ACTION, SUIT OR PROCEEDINGS IS BROUGHT OR THREATENED), EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD

FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTEREST OF THE CORPORATION OR TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE: (I) WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS AND BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN, OR (II) OUTSIDE HIS OR HER OFFICIAL CAPACITY, THAT ACTION WAS NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO ANY RIGHTS TO WHICH ANY OFFICER OR DIRECTOR OTHERWISE MAY BE ENTITLED."

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment 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 15 Day of August, 2016 at 12:37:56 PM. *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.*

ANTHONY R. RAY, JR.

Form No. 101
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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

