



RECEIVED
 SECRETARY OF STATE
 CORPORATIONS DIV.
 2016 AUG 17 PM 4:07

Articles of Incorporation
 DOMESTIC 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: McKenzie Gibson Limited		
Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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 RIGL 7-1.2. State any provisions here (optional):		
		Check the box to indicate an attachment. <input type="checkbox"/>
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Cristin McKenzie Gibson		
Street Address (NOT a P.O. Box) 122 Manton Avenue, Unit 105b		
City/Town Providence	State RHODE ISLAND	Zip Code 02909
4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.		

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED
 AUG 17 2016
 BY CA 281585

5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Check the box to indicate an attachment.

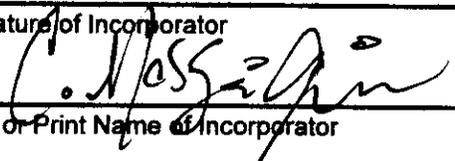
6. The name and address of each incorporator is:

Name Cristin McKenzie Gibson	Address 122 Manton Avenue, Unit 105b	
City/Town Providence	State RI	Zip Code 02909
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.

Type or Print Name of Incorporator Cristin McKenzie Gibson	Date August 18, 2016
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

McKenzie Gibson Limited

Exhibit to the Articles of Incorporation

5. Additional provisions not inconsistent with Rhode Island General Laws, (1956), as amended (RIGL), § 7.1.2 which the incorporator elects to have set forth in these Articles of Incorporation:

- (a)** Pursuant to RIGL § 7.12-1701(a)(1), the corporation shall have no board of directors, and the shareholders may exercise all powers normally vested in the board of directors.
- (b)** Pursuant to RIGL § 7.12-1701(d), the corporation need not hold an annual meeting of shareholders unless one or more shareholders delivers written notice to the corporation requesting a meeting at least 30 days before the meeting date stated or fixed in accordance with the bylaws of the corporation.
- (c)** Action by the shareholders pursuant to RIGL § 7-1.2-707(b) is hereby authorized.
- (d)** No shareholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such shareholder's duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such shareholder for (1) any breach of such shareholder's duty of loyalty to the corporation or to its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability imposed pursuant to the provisions of RIGL § 7-1.2-811; or (4) any transaction from which such shareholder derived an improper personal benefit (unless such transaction is permitted by RIGL § 7-1.2-807).



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

