



**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 AG Enterprises, Inc.

☒ 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 <i>Number of Shares</i>
CNP	\$0.0000	75,000.00

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: MACK LAW ASSOCIATES LLC
50 SOUTH MAIN STREET, SUITE 308S

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is SANDRA MATRONE MACK

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:

EXHIBIT A
TO ARTICLES OF INCORPORATION
OF AG ENTERPRISES, INC.

6. PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE
CORPORATION:

I. EXCEPT AS OTHERWISE PROVIDED BY THE RHODE ISLAND BUSINESS
CORPORATION ACT, AS HAS BEEN OR MAY HEREAFTER BE AMENDED ("THE ACT"),
ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF
SHAREHOLDERS BY THE ACT, BY THESE ARTICLES OF INCORPORATION OF BY THE
BY-LAWS OF THE CORPORATION MAY BE TAKEN WITHOUT A MEETING UPON THE
WRITTEN CONSENT OF LESS THAN ALL OF THE SHAREHOLDERS ENTITLED TO VOTE
THEREON IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE REQUIRED TO TAKE
SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE
THEREON ARE PRESENT.

II. THE SHAREHOLDERS 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.

III. (A) NO SHAREHOLDER OF THE CORPORATION SHALL BE LIABLE TO THE
CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF
THE SHAREHOLDER'S DUTY AS A SHAREHOLDER, PROVIDED, HOWEVER, THAT THIS
ARTICLE 6 SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A SHAREHOLDER: (I)
FOR ANY BREACH OF THE SHAREHOLDER'S DUTY OF LOYALTY TO THE
CORPORATION OR ITS SHAREHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD
FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION
OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF R.I.G.L.
SECTION 7-1.2-811 (AS OF IN EFFECT OR AS HEREAFTER AMENDED), OR (IV) FOR ANY
TRANSACTION FROM WHICH THE SHAREHOLDER DERIVED AN IMPROPER PERSONAL
BENEFIT UNLESS SAID TRANSACTION IS PERMITTED BY R.I.G.L. SECTION 7-1.2-807
(AS IN EFFECT OR AS HEREAFTER AMENDED). IF THE RHODE ISLAND GENERAL LAWS
ARE AMENDED AFTER THE ADOPTION OF ARTICLE 6 TO AUTHORIZE CORPORATE
ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF
SHAREHOLDERS, THEN THE LIABILITY OF A SHAREHOLDER OF THE CORPORATION
SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE
RHODE ISLAND GENERAL LAWS AS SO AMENDED. NEITHER THE AMENDMENT NOR
REPEAL OF THIS ARTICLE 6 NOR THE ADOPTION OF ANY PROVISION OF THESE
ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE 6 SHALL
ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE 6 IN RESPECT OF ANY MATTER
OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM BUT FOR THIS ARTICLE 6,
WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF
AN INCONSISTENT PROVISION.

(B) THE SHAREHOLDERS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE
CORPORATION'S BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO
WITH EACH SHAREHOLDER, 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 SHAREHOLDERS OF THE CORPORATION BY THE FOREGOING PARAGRAPH, THE SHAREHOLDERS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BY-LAWS, OR MAY AUTHORIZE AGREEMENTS 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) "SHAREHOLDER" OR "OFFICER" MEANS ANY INDIVIDUAL WHICH IS OR WAS A SHAREHOLDER OR OFFICER OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS. SHAREHOLDER OR OFFICER INCLUDES, UNLESS THE CONTEXT OTHERWISE REQUIRES, THE ESTATE OR PERSONAL REPRESENTATIVE OF THE SHAREHOLDER OR OFFICER;

(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, JUDGEMENTS, SETTLEMENTS, FINES (INCLUDING AN EXCISE TAX ASSESSED WITH RESPECT TO EMPLOYEE BENEFIT PLANS), PENALTIES, OR, REASONABLE EXPENSES ACTUALLY INCURRED;

(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 REPRESENTATIVES 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 AGREEMENT 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 HAS DETERMINED TO HAVE RESULTED FROM (1) ANY BREACH OF THE INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS; (2) ACTS OF OMISSION NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) ACTION CONTRAVENING R.I.G.L. 7-1.2-811 ; OR (4) A TRANSACTION (OTHER THAN A TRANSACTION APPROVED IN ACCORDANCE WITH R.I.G.L. SECTION 7-1.2-807 OF THE ACT) FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

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	SANDRA MATRONE MACK	50 SOUTH MAIN STREET, SUITE 308S PROVIDENCE, RI 02903 USA

ARTICLE VII

These Articles of Incorporation 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 8 Day of December, 2016 at 1:10:20 PM 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.*

SANDRA MATRONE MACK

Form No. 100
Revised 09/07



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:

Nellie M. Gorbea
Secretary of State

