



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

Fee:

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 Wilkie Feeds, 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>
CWP	\$0.0100	100.00

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 are 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: C/O HOWLAND EVANGELISTA KOHLENBERG BURNETT LLP
ONE FINANCIAL PLAZA, SUITE 1600

City or Town: PROVIDENCE

State: RI

Zip: 0

The name of its initial registered agent at such address is

A. MAX KOHLENBERG, ESQ.

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:

ARTICLE 5: (A) NO DIRECTOR OF THE CORPORATION SHALL BE LIABLE TO THE CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED, HOWEVER, THAT THIS ARTICLE 5 SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'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 KNOWING VIOLATION OF LAW; (III) THE LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF R.I.G.L. SECTION 7-1.2-811 (AS IN EFFECT OR AS HEREAFTER AMENDED); OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR 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 THIS ARTICLE 5 TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF EACH DIRECTOR 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 5 NOR THE ADOPTION OF ANY PROVISION OF THESE ARTICLES OF INCORPORATION INCONSISTENT WITH THIS ARTICLE 5 SHALL ELIMINATE OR REDUCE THE EFFECT OF THIS ARTICLE 5 IN RESPECT OF ANY MATTER OCCURRING, OR ANY CAUSE OF ACTION, SUIT OR CLAIM THAT, FOR THIS ARTICLE 5, WOULD OCCUR OR ARISE, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

(B) THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR OR OFFICER TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS, AS AMENDED FROM TIME TO TIME, AND REIMBURSE ALL PERSONS WHOM IT MAY INDEMNIFY AND REIMBURSE PURSUANT THERETO. NOTWITHSTANDING THE FOREGOING, ALL INDEMNIFICATION PROVIDED FOR IN THIS ARTICLE 5 SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE ENTITLED TO RECEIVE INDEMNIFICATION OR REIMBURSEMENT HEREUNDER MAY BE ENTITLED UNDER ANY BY-LAW OF THE CORPORATION, AGREEMENT, VOTE OF SHAREHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE. ANY REPEAL OR MODIFICATION OF THIS ARTICLE SHALL BE PROSPECTIVE ONLY, AND SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION WITH RESPECT TO ANY ACT OR OMISSION OF SUCH DIRECTOR OR OFFICER OF THE CORPORATION EXISTING OR OCCURRING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(C) THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE.

(D) ANY SHAREHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED SHAREHOLDER, DESIRING OR LEGALLY COMPELLED TO SELL OR TRANSFER ANY SHARES OF STOCK OWNED BY SUCH SHAREHOLDER, SHALL FIRST OFFER SUCH SHARES TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS IN THE MANNER FOLLOWING:

(I) THE SHAREHOLDER SHALL NOTIFY THE BOARD OF DIRECTORS IN WRITING OF HIS OR HER DESIRE OR LEGAL REQUIREMENT TO SELL OR TRANSFER THE SHARES, WHICH NOTICE SHALL CONTAIN AN OFFER TO SELL THE SHARES TO THE CORPORATION (THE "OFFER") AND THE FOLLOWING INFORMATION: (1) NUMBER OF SHARES OFFERED FOR SALE OR TRANSFER (THE "OFFERED SHARES"); (2) THE PRICE PER SHARE (THE "OFFERED PRICE"); (3) OTHER TERMS AT WHICH THE SHAREHOLDER IS WILLING OR LEGALLY COMPELLED TO SELL OR TRANSFER THE OFFERED SHARES (THE "OFFERED TERMS"); (4) THE NAME OF THE PROSPECTIVE TRANSFEREE; AND (5) THE NAME OF ONE ACCOUNTANT EXPERIENCED IN THE VALUATION OF COMPANIES. THE BOARD OF DIRECTORS SHALL WITHIN THIRTY DAYS THEREAFTER, (X) ACCEPT THE OFFER TO PURCHASE ALL, BUT NOT LESS THAN ALL, OF THE OFFERED SHARES AT THE OFFERED PRICE AND UPON THE OFFERED TERMS, OR (Y) NAME A SECOND ACCOUNTANT SIMILARLY EXPERIENCED IN THE VALUATION OF COMPANIES. PROMPTLY FOLLOWING THE NAMING OF THE SECOND ACCOUNTANT, THE CORPORATION SHALL INSTRUCT THE TWO ACCOUNTANTS TO NAME A THIRD ACCOUNTANT SIMILARLY EXPERIENCED. ONCE APPOINTED, THE THIRD ACCOUNTANT SHALL ASCERTAIN THE VALUE OF THE OFFERED

SHARES, WHICH VALUE SHALL BE BINDING UPON THE SHAREHOLDER AND THE CORPORATION (THE "DETERMINED VALUE"). THE THIRD ACCOUNTANT SHALL SUBMIT THE DETERMINED VALUE IN A WRITTEN REPORT TO THE SHAREHOLDER AND THE CORPORATION.

(II) IF WITHIN SAID THIRTY-DAY PERIOD FOLLOWING RECEIPT OF THE OFFER THE BOARD OF DIRECTORS SHALL FAIL TO RESPOND TO THE SHAREHOLDER, THE CORPORATION SHALL BE DEEMED TO HAVE REJECTED THE OFFER. IF THE BOARD OF DIRECTORS SHALL HAVE ACCEPTED THE OFFER WITHIN SAID THIRTY-DAY PERIOD, THE CORPORATION SHALL HAVE SIXTY DAYS FROM SUCH ACCEPTANCE WITHIN WHICH TO PURCHASE THE OFFERED SHARES AT THE OFFERED PRICE AND UPON THE OFFERED TERMS. IF THE BOARD OF DIRECTORS SHALL HAVE NAMED A SECOND ACCOUNTANT WITHIN SAID THIRTY-DAY PERIOD, THE CORPORATION SHALL HAVE SIXTY DAYS FROM THE DATE THE THIRD ACCOUNTANT SUBMITS ITS VALUATION WITHIN WHICH TO PURCHASE THE OFFERED SHARES AT THE DETERMINED VALUE AND UPON THE OFFERED TERMS.

(III) IF THE CORPORATION SHALL HAVE REJECTED THE OFFER, OR FAILED TO PURCHASE THE OFFERED SHARES AT THE OFFERED PRICE OR THE DETERMINED VALUE, AS THE CASE MAY BE, WITHIN SAID SIXTY-DAY PERIOD, THE SELLING SHAREHOLDER SHALL HAVE THE RIGHT, AT ANY TIME DURING THE NINETY-DAY PERIOD THEREAFTER, TO SELL OR TRANSFER THE OFFERED SHARES TO THE PROSPECTIVE TRANSFEREE AT THE OFFERED PRICE AND UPON TERMS NO LESS FAVORABLE AS THOSE SET FORTH IN THE OFFER.

(IV) NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNLESS THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY, IN ANY PARTICULAR INSTANCE, WAIVE THE CORPORATION'S RIGHT TO PURCHASE THE OFFERED SHARES.

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	A. MAX KOHLENBERG, ESQ.	ONE FINANCIAL PLAZA, SUITE 1600 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 13 Day of January, 2017 at 5:10:16 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.*

A. MAX KOHLENBERG, ESQ.



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

