



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 Olivier Rogers 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>
STK	\$0.0001	10,000,000.00

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:

A. COMMON STOCK

1. GENERAL. THE VOTING, DIVIDEND AND LIQUIDATION RIGHTS OF THE HOLDERS OF THE COMMON STOCK ARE SUBJECT TO AND QUALIFIED BY THE RIGHTS OF THE HOLDERS OF THE PREFERRED STOCK OF ANY SERIES AS MAY BE DESIGNATED BY THE BOARD OF DIRECTORS UPON ANY ISSUANCE OF THE PREFERRED STOCK OF ANY SERIES.

2. VOTING. THE HOLDERS OF THE COMMON STOCK ARE ENTITLED TO ONE VOTE FOR EACH SHARE HELD AT ALL MEETINGS OF STOCKHOLDERS. EXCEPT AS OTHERWISE PROVIDED IN ANY PREFERRED STOCK DESIGNATION OR IN THIS CERTIFICATE OF INCORPORATION, THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK MAY BE INCREASED OR DECREASED (BUT NOT BELOW THE NUMBER OF SHARES THEREOF THEN OUTSTANDING) BY THE AFFIRMATIVE VOTE OF THE HOLDERS OF A MAJORITY OF THE STOCK OF THE CORPORATION ENTITLED TO VOTE, IRRESPECTIVE OF THE PROVISIONS OF SECTION 242(B)(2) OF THE DGCL.

3. DIVIDENDS. DIVIDENDS MAY BE DECLARED AND PAID ON THE COMMON STOCK FROM FUNDS LAWFULLY AVAILABLE THEREFOR AS AND WHEN DETERMINED BY THE BOARD OF DIRECTORS, OR ANY AUTHORIZED COMMITTEE THEREOF, AND SUBJECT TO ANY PREFERENTIAL DIVIDEND RIGHTS OF

ANY THEN  
OUTSTANDING PREFERRED STOCK.

4. LIQUIDATION. UPON THE DISSOLUTION OR LIQUIDATION OF THE CORPORATION, WHETHER  
VOLUNTARY OR INVOLUNTARY, HOLDERS OF COMMON STOCK WILL BE ENTITLED TO RECEIVE ALL  
ASSETS OF THE  
CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS, SUBJECT TO ANY  
PREFERENTIAL RIGHTS OF  
ANY THEN OUTSTANDING PREFERRED STOCK.

B. PREFERRED STOCK

PREFERRED STOCK MAY BE ISSUED FROM TIME TO TIME IN ONE OR MORE SERIES, EACH OF  
SUCH SERIES TO  
HAVE SUCH TERMS AS STATED OR EXPRESSED HEREIN AND IN THE RESOLUTION OR  
RESOLUTIONS PROVIDING  
FOR THE ISSUE OF SUCH SERIES ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION  
AS  
HEREINAFTER PROVIDED. ANY SHARES OF PREFERRED STOCK WHICH MAY BE REDEEMED,  
PURCHASED OR  
ACQUIRED BY THE CORPORATION MAY BE REISSUED EXCEPT AS OTHERWISE PROVIDED BY LAW.  
DIFFERENT  
SERIES OF PREFERRED STOCK SHALL NOT BE CONSTRUED TO CONSTITUTE DIFFERENT CLASSES  
OF SHARES FOR  
THE PURPOSES OF VOTING BY CLASSES UNLESS EXPRESSLY PROVIDED.

AUTHORITY IS HEREBY EXPRESSLY GRANTED TO THE BOARD OF DIRECTORS FROM TIME TO TIME  
TO ISSUE THE  
PREFERRED STOCK IN ONE OR MORE SERIES, AND IN CONNECTION WITH THE CREATION OF ANY  
SUCH SERIES,  
BY RESOLUTION OR RESOLUTIONS PROVIDING FOR THE ISSUE OF THE SHARES THEREOF, TO  
DETERMINE AND FIX  
SUCH VOTING POWERS, FULL OR LIMITED, OR NO VOTING POWERS, AND SUCH DESIGNATIONS,  
PREFERENCES  
AND RELATIVE PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS, AND QUALIFICATIONS,  
LIMITATIONS OR  
RESTRICTIONS THEREOF, INCLUDING WITHOUT LIMITATION THEREOF, DIVIDEND RIGHTS,  
CONVERSION RIGHTS,  
REDEMPTION PRIVILEGES AND LIQUIDATION PREFERENCES, AS SHALL BE STATED AND  
EXPRESSED IN SUCH  
RESOLUTIONS, ALL TO THE FULL EXTENT NOW OR HEREAFTER PERMITTED BY THE DGCL. WITHOUT  
LIMITING THE  
GENERILITY OF THE FOREGOING, THE RESOLUTIONS PROVIDING FOR ISSUANCE OF ANY SERIES  
OF PREFERRED  
STOCK MAY PROVIDE THAT SUCH SERIES SHALL BE SUPERIOR OR RANK EQUALLY OR BE JUNIOR  
TO THE  
PREFERRED STOCK OF ANY OTHER SERIES TO THE EXTENT PERMITTED BY LAW. EXCEPT AS  
OTHERWISE  
PROVIDED IN ANY PREFERRED STOCK DESIGNATION OR IN THIS CERTIFICATE OF INCORPORATION,  
NO VOTE OF  
THE HOLDERS OF THE PREFERRED STOCK OR COMMON STOCK SHALL BE A PREREQUISITE TO  
THE  
DESIGNATION OR ISSUANCE OF ANY SHARES OF ANY SERIES OF THE PREFERRED STOCK  
AUTHORIZED BY AND  
COMPLYING WITH THE CONDITIONS OF THIS CERTIFICATE OF INCORPORATION, THE RIGHT TO HAVE  
SUCH VOTE  
BEING EXPRESSLY WAIVED BY ALL PRESENT AND FUTURE HOLDERS OF THE CAPITAL STOCK OF  
THE  
CORPORATION.

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 63 RANKIN AVE  
City or Town: PROVIDENCE State: RI Zip: 02908

The name of its initial registered agent at such address is OLIVIER ROGERS

#### 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 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	OLIVIER AUGUST ROGERS	63 RANKIN PROVIDENCE, RI 02908 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: 07/31/2017

**Signed this 8 Day of June, 2017 at 8:52:56 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.*

OLIVIER AUGUST ROGERS

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:

June 08, 2017 08:50 PM

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*

