



**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 Miller's IP Holding, 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	600.00

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: 55 PINE STREET  
FIFTH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is RICHARD BOGUE, 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:

FIFTH. PROVISIONS DEALING WITH THE PREEMPTIVE RIGHTS OF SHAREHOLDERS PURSUANT TO 7-1.2-613 OF THE GENERAL LAWS, 1956, AS AMENDED: NO HOLDER OF ANY SHARES OF COMMON STOCK OF THIS CORPORATION SHALL TRANSFER ANY SUCH STOCK WITHOUT FIRST OFFERING THIS CORPORATION THE OPPORTUNITY TO PURCHASE SAID SHARES AT THE LOWEST PRICE AT WHICH HE/SHE IS WILLING TO DISPOSE OF THE SAME. SAID OFFER SHALL BE IN WRITING AND SHALL INCLUDE A TRUE STATEMENT OF THE NAMES AND ADDRESSES OF THE TRANSFEREE OR TRANSFEREES TO WHOM SAID STOCKHOLDER INTENDS TO TRANSFER HIS/HER SHARES IF HIS/HER SAID OFFER IS NOT ACCEPTED BY THE CORPORATION AS HEREINAFTER PROVIDED. SAID OFFER AND STATEMENT SHALL BE ADDRESSED AND DELIVERED TO THE SECRETARY OF THE CORPORATION (OR IN CASE THE STOCKHOLDER MAKING SUCH OFFER BE THE SECRETARY, THEN TO THE PRESIDENT) AND THE SECRETARY OR THE PRESIDENT, AS THE CASE MAY BE, SHALL THEREUPON CALL OR CAUSE TO BE CALLED A SPECIAL MEETING OF THE BOARD OF DIRECTORS, OR IF NO BOARD OF DIRECTORS, THEN OF THE STOCKHOLDERS OF THE CORPORATION, TO BE HELD WITHIN TWENTY (20) DAYS AFTER THE RECEIPT OF SAID OFFER FOR THE PURPOSE OF TAKING ACTION WITH RESPECT TO THE SAME. THIS CORPORATION, THROUGH ITS BOARD OF DIRECTORS, OR IF NO BOARD OF DIRECTORS, THEN ITS STOCKHOLDERS, SHALL HAVE TEN (10) DAYS AFTER THE TIME FIXED FOR THE HOLDING OF SUCH SPECIAL MEETING OF THE BOARD OF DIRECTORS, OR IF NO BOARD OF DIRECTORS, THEN OF THE STOCKHOLDERS, TO ACCEPT OR REJECT SAID OFFER, AND UNTIL ACTION THEREOF SHALL BE TAKEN OR UNTIL THE EXPIRATION OF SAID TEN (10) DAYS, WHICHEVER SHALL FIRST OCCUR, NO TRANSFER OF ANY OF SAID SHARES SHALL BE MADE BY THE STOCKHOLDER SUBMITTING THE OFFER. IF, HOWEVER, THE CORPORATION SHALL REJECT SAID OFFER, OR IF NO ACTION SHALL BE TAKEN BY THE BOARD OF DIRECTORS, OR IF NO BOARD OF DIRECTORS, THEN BY THE STOCKHOLDERS, PRIOR TO THE EXPIRATION OF SAID TEN (10) DAYS, SAID STOCKHOLDER SHALL THEN OFFER SAID SHARES TO THE OTHER COMMON STOCKHOLDERS OF THE CORPORATION, SUCH OFFER TO SUCH STOCKHOLDERS TO BE IN PROPORTION TO THEIR RESPECTIVE EXISTING COMMON STOCKHOLDINGS IN THE CORPORATION. SAID STOCKHOLDERS SHALL HAVE TEN (10) DAYS FROM THE RECEIPT OF THE WRITTEN OFFER FROM THE STOCKHOLDER PROPOSING TO SELL HIS/HER SHARES TO ACCEPT OR REJECT SAID OFFER AND TO PAY THE PURCHASE PRICE OF SAID SHARES TO THE SELLING STOCKHOLDER. IF ANY ONE OR MORE OF SAID STOCKHOLDERS SHALL NOT ELECT TO PURCHASE HIS/HER PROPORTIONATE PART OF THE SHARES CONTAINED IN SAID OFFER, THEN THE REMAINING COMMON STOCKHOLDERS SHALL HAVE THE RIGHT TO PURCHASE SAID SHARES IN PROPORTION TO THEIR RESPECTIVE INDIVIDUAL COMMON SHAREHOLDINGS IN THE CORPORATION, WITH THE END IN VIEW THAT NO TRANSFER OF ANY SHARES OF THE COMMON STOCK OF THIS CORPORATION SHALL BE MADE TO ANY PERSON WHO IS NOT A COMMON STOCKHOLDER, UNLESS EITHER THE CORPORATION ITSELF OR THE COMMON STOCKHOLDERS SHALL HAVE THE OPPORTUNITY TO PURCHASE THE SHARES WHICH IT IS DESIRED TO SELL. IF NEITHER THE CORPORATION NOR THE STOCKHOLDERS SHALL PURCHASE SAID SHARES, THEN THE STOCKHOLDER WHO INTENDS TO TRANSFER HIS/HER SHARES MAY TRANSFER SAID SHARES TO ANY PERSON WITHIN THREE (3) MONTHS AFTER THE REJECTION BY THE CORPORATION AND THE OTHER SHAREHOLDERS OF HIS/HER OFFER TO SELL SAID SHARES TO THE CORPORATION OR TO THE OTHER STOCKHOLDERS AS THE CASE MAY BE. NO FUTURE OFFER TO TRANSFER SAID SHARES SHALL BE MADE BY ANY SUCH STOCKHOLDER WITHOUT AGAIN COMPLYING WITH THE PROVISIONS HEREOF. ALL TRANSFERS OF THE COMMON STOCK OF THIS CORPORATION (EXCEPT TRANSFERS UPON THE DEATH OF A STOCKHOLDER FROM HIS/HER ESTATE TO HIS/HER NEXT OF KIN OR TO THE LEGATEE OR LEGATEES NAMED IN HIS/HER WILL OR TRANSFERS BY A GIFT INTER VIVOS TO

ANY MEMBER OF THE STOCKHOLDER'S FAMILY) ARE INTENDED TO BE INCLUDED IN THE PROHIBITIONS OF THIS PARAGRAPH, INCLUDING, BUT WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, A TRANSFER BY VIRTUE OF A PLEDGE, ATTACHMENT OR OTHER ENCUMBRANCE. ANY TRANSFER CONTRARY TO THE FOREGOING PROVISIONS SHALL BE VOID. THE CORPORATION BY RESOLUTION OF ITS BOARD OF DIRECTORS, OR IF NO BOARD OF DIRECTORS, THEN OF THE STOCKHOLDERS, ADOPTED AT A MEETING OF SUCH DIRECTORS, OR IF NO DIRECTORS, THEN OF THE STOCKHOLDERS, DULY HELD FOR THAT PURPOSE MAY WAIVE THE PROVISIONS HEREOF WITH RESPECT TO ANY PARTICULAR TRANSFER.

#### 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	RICHARD BOGUE ESQ.	55 PINE STREET, 5TH FLOOR 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 July, 2017 at 11:56:26 AM 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.*

RICHARD BOGUE ESQ.

Form No. 100  
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:

July 13, 2017 11:55 AM

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*

