



**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 Philo, 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	\$1.0000	1,000,000.00

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:

N/A

ARTICLE III

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

No. and Street: ONE PARK ROW
5TH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is JEFFREY PADWA, 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:

5. ADDITIONAL PROVISIONS NOT INCONSISTENT WITH THE RHODE ISLAND BUSINESS CORPORATIONS ACT

(§7-1.2-101 ET SEQ. OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED) (THE "ACT")

WHICH THE INCORPORATOR ELECTS TO HAVE SET FORTH IN THESE ARTICLES OF INCORPORATION:

A. ACTION BY SHAREHOLDERS WITHOUT A MEETING: EXCEPT FOR ACTIONS REQUIRED UNDER

SECTIONS 7-1.2-1002 (APPROVAL BY SHAREHOLDERS OF MERGER) OR 1102 (SALE OF ASSETS OTHER

THAN IN REGULAR COURSE OF BUSINESS) ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A

MEETING OF SHAREHOLDERS PURSUANT TO THE ACT OR THESE ARTICLES OF INCORPORATION OR THE BY

LAWS OF THE CORPORATION, MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF

LESS THAN ALL THE SHAREHOLDERS ENTITLED TO VOTE THEREON PURSUANT TO THE PROVISIONS OF

SECTION 7-1.2-707 OF THE ACT (AS IN EFFECT OR AS HEREAFTER AMENDED).

MEETINGS OF THE

SHAREHOLDERS OF THE CORPORATION MAY BE HELD ANYWHERE IN THE UNITED STATES.

B. INDEMNIFICATION. PURSUANT TO SECTION 7-1.2-814(B) OF THE ACT, EACH DIRECTOR AND

OFFICER OF THIS CORPORATION (AND HIS HEIRS, EXECUTORS AND ADMINISTRATORS) SHALL BE

INDEMNIFIED BY THIS CORPORATION, TO THE FULL EXTENT PERMITTED BY LAW, AS SUCH APPLICABLE LAW

MAY BE AMENDED FROM TIME TO TIME, AGAINST ANY COST, EXPENSE (INCLUDING ATTORNEYS' FEES)

JUDGMENT OR LIABILITY REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY

ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL (INCLUDING ANY PROCEEDING BEFORE ANY

ADMINISTRATIVE OR LEGISLATIVE BODY OR AGENCY), TO WHICH HE MAY BE MADE A PARTY OR WITH

WHICH HE SHALL BE THREATENED, BY REASON OF HIS BEING A DIRECTOR OR OFFICER OF THIS

CORPORATION OR OF ANY OTHER CORPORATION WHICH HE SERVES OR HAS SERVED AS DIRECTOR OR

OFFICER AT THE REQUEST OF THIS CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR

DIRECTOR OF THIS CORPORATION OR SUCH OTHER CORPORATION AT THE TIME SUCH ACTION, SUIT OR

PROCEEDINGS IS BROUGHT OR THREATENED), EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE

SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE

REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTEREST OF THE

CORPORATION OR TO THE
EX-TENT THAT SUCH MATTER RELATES TO SERVICE: (I) WITH RESPECT TO ANY
EMPLOYEE BENEFIT PLAN,
IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH
EMPLOYEE BENEFIT PLAN, OR
(II) OUTSIDE THE OFFICIAL CAPACITY OF THE DIRECTOR, THAT ACTION WAS NOT
OPPOSED TO THE BEST
INTERESTS OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION
SHALL BE IN ADDITION TO
ANY RIGHTS TO WHICH ANY DIRECTORS OR OFFICER MAY OTHERWISE BE
ENTITLED.

C. ELIMINATION OF DIRECTORS' PERSONAL LIABILITY. PURSUANT TO SECTION 7-
1.2- 202(B)(3) OF THE
ACT, NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS
SHAREHOLDERS FOR
MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR
NOTWITHSTANDING ANY
PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS
PROVISION SHALL NOT
ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR:

(I) ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR
ITS SHAREHOLDERS,

(II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL
MISCONDUCT OR A
KNOWING VIOLATION OF LAW,

(III) LIABILITY UNDER SECTION 7-1.2-811 OF THE ACT (AS IN EFFECT OR AS
HERE-AFTER AMENDED), OR

(IV) ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER
PERSONAL BENEFIT, UNLESS
SAID TRANSACTION IS PERMITTED BY SECTION 7-1.2- 807 OF THE ACT.

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. NEITHER THE
AMENDMENT NOR
REPEAL OF THIS ARTICLE 5, SUBSECTION C, NOR THE ADOPTION OF ANY PROVISION
OF THE ARTICLES OF
INCORPORATION INCONSISTENT WITH THIS ARTICLE 5, SUBSECTION C, SHALL
ELIMINATE OR REDUCE THE
EFFECT OF THIS ARTICLE 5, SUBSECTION C, IN RESPECT OF ANY MATTER
OCCURRING, OR ANY CAUSE OF
ACTION, SUIT OR CLAIM THAT, BUT FOR THIS ARTICLE 5, SUBSECTION C, WOULD
OCCUR OR ARISE, PRIOR TO
SUCH AMENDMENT, REPEAL OR ADOPTION OF AN INCONSISTENT PROVISION.

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	JEFFREY PADWA, ESQ.	ONE PARK ROW, 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 12 Day of October, 2017 at 2:34:57 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.*

JEFFREY PADWA, 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:

October 12, 2017 02:32 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

