



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 Nature's Pro Landscaping, 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	10,000.00

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: 20 CENTERVILLE ROAD
City or Town: WARWICK State: RI Zip: 02886

The name of its initial registered agent at such address is WYATT A. BROCHU, 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:

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

A) EXCEPT AS OTHERWISE PROVIDED BY THE RHODE ISLAND BUSINESS CORPORATION ACT (ACT), AS AMENDED, ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS BY THE ACT, BY THESE ARTICLES OF INCORPORATION, OR 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 ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON ARE PRESENT.

B) THE CORPORATION SHALL BE MANAGED BY THE SHAREHOLDER(S) ACTING IN LIEU OF A BOARD OF DIRECTORS PURSUANT TO SECTION 1701 OF THE ACT. ALL MATTERS COMING TO VOTE BEFORE THE SHAREHOLDERS ENTITLED TO VOTE SHALL BE DECIDED BY MAJORITY VOTE OF THE COMMON SHARES WITH EACH SHAREHOLDER MAINTAINING A DUTY OF GOOD FAITH AND FAIR DEALING TO THE OTHER SHAREHOLDERS. EACH SHAREHOLDER SHALL VOTE ALL HIS RESPECTIVE SHARES IN THE CORPORATION FOR THE OFFICES OF PRESIDENT, VICE PRESIDENT, TREASURER, AND SECRETARY SUBJECT TO ANY WRITTEN SHAREHOLDER AGREEMENT.

THE SHAREHOLDERS SHALL, IN A MANNER AGREED AMONG THEM, MANAGE THE BUSINESS AFFAIRS OF THE CORPORATION, ACT AS A FIDUCIARY TO THE CORPORATION, AND MAINTAIN A DUTY OF GOOD FAITH, FAIR DEALING, AND LOYALTY TO THE CORPORATION. THE SHAREHOLDERS MAY, IN A MANNER AGREED AMONG THEM, DELEGATE THE DAY-TO-DAY MANAGEMENT DUTIES TO THE OFFICERS OF THE CORPORATION. THE CORPORATE OFFICERS, BY ACCEPTING SUCH OFFICE, SHALL AND DO EXPRESSLY AGREE TO ABIDE, FOLLOW, AND FAITHFULLY EXECUTE ALL PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BYLAWS, AND ANY SHAREHOLDER AGREEMENT.

C) AN OFFICER OR SHAREHOLDER OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE OFFICER'S OR SHAREHOLDER'S DUTY AS AN OFFICER OR SHAREHOLDER, EXCEPT FOR (1) LIABILITY FOR ANY BREACH OF THE OFFICER'S OR SHAREHOLDER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (2) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (3) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF THE ACT, OR (4) LIABILITY FOR ANY TRANSACTION (OTHER THAN TRANSACTIONS APPROVED IN ACCORDANCE WITH THE ACT) FROM WHICH THE OFFICER OR SHAREHOLDER DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF OFFICERS, OR OFFICERS ACTING AS DIRECTORS, OR SHAREHOLDERS THEN THE LIABILITY OF AN OFFICER OR SHAREHOLDER OF THE CORPORATION SHALL BE

ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED. ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF AN OFFICER OR SHAREHOLDER OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

D) THE RIGHTS OF THE SHAREHOLDERS OF ALL SHARES OF COMMON STOCK SHALL BE IDENTICAL IN ALL RESPECTS WITH THE SAME RIGHTS AND PRIVILEGES WITH THE VOTING RIGHTS OF ONE VOTE PER SHARE ON ALL MATTERS COMING TO VOTE BEFORE THE SHAREHOLDERS.

E) ALL OF THE ISSUED STOCK OF ALL CLASSES SHALL BE SUBJECT TO ONE OR MORE OF THE RESTRICTIONS ON TRANSFER PERMITTED BY THE ACT. THE SHAREHOLDERS MAY INCLUDE IN THE BY-LAWS OR ISSUE A SHAREHOLDER AGREEMENT, WHICH MAY CONTAIN ADDITIONAL RESTRICTIONS ON THE SALE, TRANSFER, OR ASSIGNMENT OF SHARES OF THE CORPORATION. THE CORPORATION SHALL REQUIRE THAT ALL PERSONS OR ENTITIES SHALL AGREE IN WRITING PRIOR TO A TRANSFER OF CORPORATE SHARES TO BECOME A PARTY TO AND BE BOUND BY ALL THE TERMS AND CONDITIONS OF THE ARTICLES OF INCORPORATION, THE BY-LAWS, AND THE SHAREHOLDER AGREEMENT AS IF THEY WERE AN ORIGINAL SHAREHOLDER OR ORIGINAL PARTY TO SUCH AGREEMENT.

F) THE SHAREHOLDERS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE BY-LAWS OF THE CORPORATION, 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, AND ALSO MAY PROVIDE THAT THE CORPORATION SHALL, PAY, ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSE 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 OFFICIAL ACT OR OMISSION OF THE INDEMNIFIED PERSON.

G) THE CORPORATION MAY NOT INDEMNIFY AN INDEMNIFIED PERSON IN CONNECTION WITH ANY CLAIMS OF CLAIMS MADE AGAINST AND 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 SHAREHOLDERS, (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW, (3) ACTION CONTRAVENING SECTION 824 OF THE ACT, (4) A TRANSACTION, OTHER THAN A TRANSACTION APPROVED IN ACCORDANCE WITH SECTION 807 OF THE ACT, FROM WHICH THE INDEMNIFIED 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	JOHN S. GIUSTI	1588 MAIN STREET COVENTRY, RI 02816 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 1 Day of March, 2018 at 12:33:18 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.*

JOHN S. GIUSTI

Form No. 100
Revised 09/07

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