



**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 PIPER BROWN PHOTOGRAPHY 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	1,000.00

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: 603 GREAT RD

City or Town: NORTH SMITHFIELD

State: RI

Zip: 02896

The name of its initial registered agent at such address is ROBERT CHAMBERLAND

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:

NO SHAREHOLDER, INCLUDING THE EXECUTOR OR ADMINISTRATOR OF A DECEASED SHAREHOLDER, SHALL HAVE THE RIGHT TO SELL, TRANSFER (BY GIFT OR OTHERWISE), PLEDGE OR ENCUMBER HIS STOCK IN THIS CORPORATION UNLESS HE SHALL FIRST HAVE OFFERED IN WRITING TO SELL SUCH STOCK TO THE CORPORATION (OR IF THE CORPORATION FAILS TO PURCHASE THE SAME, THEN TO ALL OF THE OTHER SHAREHOLDERS) AT THE LOWEST PRICE AT WHICH HE IS WILLING TO SELL THE SAME, AND THE CORPORATION AND/OR THE OTHER SHAREHOLDERS HAVE EITHER REFUSED TO PURCHASE ALL OF SAID OFFERED STOCK

OR HAVE NEGLECTED TO EXERCISE THEIR OPTION TO PURCHASE WITHIN TWENTY (20) DAYS AFTER THE MAILING OF SUCH NOTICE AS HEREINAFTER SET FORTH. ANY SHAREHOLDER OFFERING TO SELL HIS STOCK AS AFORESAID, SHALL STATE IN WRITING THE PRICE AT WHICH HE DESIRES TO SELL SAID STOCK, AND THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE SAID STOCK AT THE PRICE SO

STATED PROVIDED THE CORPORATION SHALL NOTIFY THE SELLING SHAREHOLDER IN

WRITING WITHIN TWENTY (20) DAYS AFTER THE MAILING TO IT OF THE OFFER TO SELL THAT IT ELECTS TO EXERCISE ITS OPTION TO PURCHASE.

IF THE CORPORATION SHALL FAIL TO ACCEPT THE OFFER TO PURCHASE THE STOCK WITHIN TWENTY (20) DAYS AFTER THE MAILING OF THE NOTICE TO IT, THE CORPORATION SHALL DELIVER TO THE SELLING SHAREHOLDER A LIST OF ITS SHAREHOLDERS AND THEIR MAILING ADDRESSES AS THEY APPEAR ON THE CORPORATION'S RECORDS, AND THE SELLING SHAREHOLDER SHALL SEND A SIMILAR

NOTICE TO THE SHAREHOLDERS AS DISCLOSED BY THE CORPORATION. EACH SHAREHOLDER DESIRING TO PURCHASE SHARES SHALL NOTIFY THE SELLING SHAREHOLDER WITHIN TWENTY (20) DAYS AFTER THE MAILING OF THE NOTICE TO THE SHAREHOLDERS AS TO THE MAXIMUM NUMBER OF SHARES HE DESIRES TO PURCHASE. EACH SUCH SHAREHOLDER SHALL BE ENTITLED TO PURCHASE WITHIN THE LIMITS INDICATED THE NUMBER OF SHARES AVAILABLE EQUAL TO HIS SHAREHOLDINGS.

THE OFFERING SHAREHOLDER SHALL NOT BE OBLIGATED TO SELL LESS THAN THE NUMBER OF SHARES OFFERED, AND THE ATTEMPT BY THE CORPORATION OR THE OTHER SHAREHOLDERS TO PURCHASE LESS THAN THE NUMBER OF SHARES OFFERED

SHALL, AT THE ELECTION OF THE OFFERING SHAREHOLDER, BE DEEMED TO BE A REFUSAL TO PURCHASE THE OFFERED SHARES.

IF EITHER THE CORPORATION OR OTHER SHAREHOLDERS SHALL ELECT TO PURCHASE

ALL OF THE OFFERED SHARES, THE CLOSING DATE SHALL BE SIXTY (60) DAYS AFTER THE DATE OF THE MAILING OF THE NOTICE TO THE CORPORATION OR THE MAILING OF THE NOTICES TO THE OTHER SHAREHOLDERS, WHICHEVER SHALL BE LATER.

IF NEITHER THE CORPORATION NOR THE OTHER SHAREHOLDERS SHALL ELECT TO PURCHASE ALL OF THE OFFERED SHARES, THE OFFERING SHAREHOLDER SHALL BE FREE TO SELL THE SAME AT ANY TIME WITHIN SIX (6) MONTHS OF THE INITIAL OFFER TO SELL TO THE CORPORATION, BUT FOR NOT LESS THAN THE AMOUNT AT WHICH SAID SHARES WERE OFFERED TO THE CORPORATION, WITHOUT AGAIN FIRST

OFFERING THEM TO THE CORPORATION AND THE SHAREHOLDERS AS HEREINBEFORE PROVIDED.

IF THE SHARES SHALL BE SOLD TO OTHERS AS ABOVE PROVIDED, THE CORPORATION AND THE OTHER SHAREHOLDERS SHALL BE ENTITLED TO STATEMENTS

UNDER OATH FROM SELLER AND PURCHASERS INDICATING COMPLIANCE WITH THE PROVISIONS HEREOF.

IF OFFERING SHAREHOLDER SHALL INTEND TO MAKE A GIFT OF SAID SHARES, THE NOTICE THEREOF SHALL BE DEEMED TO BE AN OFFER TO SELL, AND IF THE OPTION TO PURCHASE IS ACCEPTED BY THE CORPORATION OR THE OTHER SHAREHOLDERS, THE PRICE TO BE PAID THEREFOR SHALL BE FIXED BY ARBITRATION IN ACCORDANCE WITH THE PROVISIONS OF THE RHODE ISLAND ARBITRATION ACT BY THREE ARBITRATORS, ONE CHOSEN BY THE CORPORATION (THE SELLING SHAREHOLDER NOT PARTICIPATING DIRECTLY OR INDIRECTLY IN SAID CHOICE) A SECOND CHOSEN BY THE SELLING SHAREHOLDER, AND A THIRD CHOSEN BY THE TWO DESIGNATED BY THE PARTIES.

THE CORPORATION AND ALL OF THE OTHER SHAREHOLDERS MAY WAIVE THE PROVISIONS OF THIS PARAGRAPH AT ANY TIME TO PERMIT THE SALE OR TRANSFER OF ANY SHARES.

ALL NOTICES REQUIRED HEREUNDER SHALL BE MADE BY CERTIFIED MAIL OR BY PERSONAL DELIVERY, AND IN THE EVENT OF PERSONAL DELIVERY; THE DATE OF DELIVERY SHALL BE EQUIVALENT TO THE DATE OF MAILING.

THE CORPORATION MAY, FROM TIME TO TIME, DISTRIBUTE TO ITS SHAREHOLDERS DIRECTLY OR THROUGH PURCHASE OF ITS OWN SHARES, PORTION OF ITS ASSETS IN CASH OR PROPERTY OUT OF THE UNRESERVED AN UNRESTRICTED CAPITAL SURPLUS OF THE CORPORATION.

THE CORPORATION SHALL HAVE THE POWER TO INDEMNIFY ANY PERSON WHO WAS OR IS A PARTY TO A SUIT OR PROCEEDING, CIVIL OR CRIMINAL.

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	ROBERT CHAMBERLAND	603 GREAT RD NORTH SMITHFIELD, RI 02896 USA
INCORPORATOR	MORAYO SAYLES	25 SCENIC VIEW DR SMITHFIELD, RI 02917 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: 03/13/2018

Signed this 13 Day of March, 2018 at 3:20:10 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.*

ROBERT CHAMBERLAND
MORAYO SAYLES

Form No. 100
Revised 09/07

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