



**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 RIDB 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	8,000.00

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:

PROVISIONS (IF ANY) FOR THE REGULATIONS OF THE INTERNAL AFFAIRS OF THE CORPORATION:

THE CORPORATION SHALL HAVE NO BOARD OF DIRECTORS. THE BYLAWS OF THE CORPORATION SHALL BE SIGNED BY EACH SHAREHOLDER WHO SHALL THEREON BE BOUND THEREBY, AS A CONTRACT BETWEEN HIM OR HER, THE CORPORATION; AND ALL OTHER SHAREHOLDERS, SUBJECT TO MODIFICATION IN ACCORDANCE WITH THE TERMS THEREON. INCORPORATION SHALL REQUIRE THE UNANIMOUS VOTE OF ALL SHAREHOLDERS. ALL SHARES ISSUED SUBSEQUENT TO THE INITIAL ISSUANCE OF THE CORPORATION SHALL REQUIRE THE UNANIMOUS VOTE OF ALL SHAREHOLDERS.

**ARTICLE III**

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

No. and Street: 1130 TEN ROD ROAD  
BLDG F, SUITE 206

City or Town: NORTH KINGSTOWN

State: RI

Zip: 02852

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

**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 DEALING WITH THE PREEMPTIVE RIGHT OF SHAREHOLDERS PURSUANT TO §7-1.1-24 OF THE GENERAL LAWS, 1956, AS AMENDED:

NO STOCKHOLDERS, INCLUDING THEIR HEIRS, EXECUTORS OR ASSIGNORS SHALL SELL ANY OF HIS COMMON STOCK WITHOUT FIRST OFFERING THE SAME TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE IS WILLING TO DISPOSE OF THE SAME, SAID OFFER TO BE IN WRITING AND TO INCLUDE A STATEMENT OF THE NAMES AND ADDRESS OF TRANSFEREE OR TRANSFEREES TO WHOM THE STOCKHOLDER

INTENDS TO SELL AND TRANSFER HIS STOCK IF HIS SAID OFFER IS NOT ACCEPTED BY THE CORPORATION AS HEREINAFTER PROVIDED. SAID OFFER AND STATEMENT SHALL BE ADDRESSED TO THE CORPORATION AND SHALL BE SENT BY REGISTERED MAIL TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS OR SHALL BE DELIVERED PERSONALLY TO THE PRESIDENT, TREASURER, OR SECRETARY OF THE CORPORATION. THE CORPORATION SHALL HAVE THIRTY DAYS AFTER THE DATE OF DELIVERY OF SAID OFFER AND STATEMENT TO ACCEPT OR REJECT SAID OFFER AND UNTIL ACTION THEREON SHALL BE TAKE OR UNTIL THE EXPIRATION OF SAID THIRTY DAYS, WHICHEVER SHALL FIRST OCCUR, NO TRANSFER OF SUCH STOCK SHALL BE MADE BY THE STOCKHOLDER PERMITTING THE

OFFER, BUT IF THE CORPORATION SHALL REJECT SAID OFFER OR IF NO ACTION SHALL BE TAKEN PRIOR TO THE EXPIRATION OF SAID THIRTY DAYS, SUCH STOCKHOLDER MAY THEN SELL SAID STOCK AT NOT LESS THAN THE PRICE FIXED IN SAID OFFER TO ANY TRANSFEREE OR TRANSFEREES DESCRIBED IN THE SAID STATEMENT AT ANY TIME WITHIN THREE MONTHS AFTER THE EXPIRATION OF SAID THIRTY DAYS, BUT NOT OTHERWISE OR THEREAFTER WITHOUT AGAIN COMPLYING WITH THE PROVISIONS OF THIS PARAGRAPH. TRANSFER BY WAY OF PLEDGE, ATTACHMENT OR OTHER ENCUMBRANCES ARE INTENDED TO BE INCLUDED IN THE FOREGOING PROVISIONS SHALL BE VOID. THE CORPORATION BY RESOLUTION OF ITS SHAREHOLDERS, HOWEVER, MAY WAIVE THE FOREGOING PROVISIONS 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	ROBERT L PEARSON	244 SAMUEL GORTON AVENUE WARWICK, RI 02889 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 2 Day of August, 2018 at 4:11:37 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 L PEARSON

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:

August 02, 2018 04:11 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*

