



**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 Point Ventures, 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	280,000.00
PNP	\$0.0000	20,000.00

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:

THE FOLLOWING IS A STATEMENT OF THE DESIGNATIONS AND THE POWERS, PRIVILEGES AND RIGHTS, AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREOF IN RESPECT OF EACH CLASS OF CAPITAL STOCK OF THE CORPORATION.

A. COMMON STOCK

1. VOTING. THE HOLDERS OF THE COMMON STOCK ARE ENTITLED TO ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD AT ALL MEETINGS OF STOCKHOLDERS (AND WRITTEN ACTIONS IN LIEU OF MEETINGS); PROVIDED, HOWEVER, THAT, EXCEPT AS OTHERWISE REQUIRED BY LAW, HOLDERS OF COMMON STOCK, AS SUCH, SHALL NOT BE ENTITLED TO VOTE ON ANY AMENDMENT TO THE ARTICLES OF ORGANIZATION THAT RELATES SOLELY TO THE TERMS OF THE PREFERRED STOCK IF THE HOLDERS OF THE PREFERRED STOCK ARE ENTITLED SEPARATELY TO VOTE THEREON PURSUANT TO THE ARTICLES OF ORGANIZATION OR PURSUANT TO THE RHODE ISLAND BUSINESS CORPORATION ACT (THE "CORPORATION ACT").

2. DIVIDEND AND LIQUIDATION RIGHTS. THE DIVIDEND AND LIQUIDATION RIGHTS OF THE HOLDERS OF THE COMMON STOCK ARE SUBJECT TO AND QUALIFIED BY THE RIGHTS, POWERS AND PREFERENCES OF THE HOLDERS OF THE PREFERRED STOCK SET FORTH HEREIN.

B. PREFERRED STOCK

1. VOTING. THE PREFERRED STOCK IS NON-VOTING, AND THE HOLDERS OF THE PREFERRED STOCK SHALL NOT HAVE ANY VOTING RIGHTS EXCEPT AS PROVIDED IN SECTION 4 HEREIN OR AS OTHERWISE REQUIRED BY THE CORPORATION ACT.

2. DIVIDENDS.

FROM AND AFTER JANUARY 1, 2019, DIVIDENDS AT THE PER ANNUM RATE OF FOUR (4%) PERCENT OF THE ISSUANCE PRICE OF EACH SHARE OF PREFERRED STOCK (THE "PREFERRED STOCK ISSUANCE PRICE") SHALL ACCRUE ON EACH SHARE OF THE PREFERRED STOCK (SUBJECT TO APPROPRIATE ADJUSTMENT IN THE EVENT OF ANY STOCK DIVIDEND, STOCK SPLIT, COMBINATION OR OTHER SIMILAR RECAPITALIZATION WITH RESPECT TO THE PREFERRED STOCK) (THE

"ACCRUING DIVIDENDS"). ACCRUING DIVIDENDS SHALL ACCRUE FROM DAY TO DAY AS AFORESAID, WHETHER OR NOT DECLARED, AND SHALL COMPOUND ANNUALLY AS OF THE FIRST DAY OF EACH CALENDAR YEAR (AND ADDED TO THE PREFERRED STOCK ISSUANCE PRICE FOR PURPOSE OF CALCULATING FUTURE ACCRUING DIVIDENDS) IF NOT DECLARED AND PAID IN FULL BY JANUARY 15 OF EACH CALENDAR YEAR. ACCRUING DIVIDENDS SHALL BE PAID IN CASH ONLY. EXCEPT AS SET FORTH IN THIS SECTION 1 OR SECTION 2, ACCRUING DIVIDENDS SHALL BE PAYABLE ONLY WHEN, AS, AND IF DECLARED BY THE BOARD OF DIRECTORS AND THE CORPORATION SHALL BE UNDER NO OBLIGATION TO PAY SUCH ACCRUING DIVIDENDS.

THE CORPORATION SHALL NOT DECLARE, PAY OR SET ASIDE ANY DIVIDENDS ON SHARES OF ANY OTHER CLASS OF CAPITAL STOCK OF THE CORPORATION (OTHER THAN DIVIDENDS ON SHARES OF COMMON STOCK PAYABLE IN SHARES OF COMMON STOCK) UNLESS THE HOLDERS OF THE PREFERRED STOCK THEN OUTSTANDING SHALL FIRST RECEIVE, OR SIMULTANEOUSLY RECEIVE, A DIVIDEND ON EACH OUTSTANDING SHARE OF PREFERRED STOCK IN AN AMOUNT AT LEAST EQUAL TO THE SUM OF THE AGGREGATE AMOUNT OF ACCRUING DIVIDENDS THEN ACCRUED ON SUCH SHARE OF PREFERRED STOCK AND NOT PREVIOUSLY PAID. (HIGHEST SERIES A PREFERRED STOCK DIVIDEND.

3. LIQUIDATION, DISSOLUTION OR WINDING UP; CERTAIN MERGERS, CONSOLIDATIONS AND ASSET SALES.

3.1 PREFERENTIAL PAYMENTS TO HOLDERS OF PREFERRED STOCK. IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION, THE HOLDERS OF SHARES OF PREFERRED STOCK THEN OUTSTANDING SHALL BE ENTITLED TO BE PAID OUT OF THE ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS BEFORE ANY PAYMENT SHALL BE MADE TO THE HOLDERS OF COMMON STOCK BY REASON OF THEIR OWNERSHIP THEREOF, AN AMOUNT PER SHARE EQUAL TO THE SUM OF (A) ANY ACCRUING DIVIDENDS UNPAID THEREON IMMEDIATELY PRIOR TO SUCH LIQUIDATION, DISSOLUTION OR WINDING UP PLUS (B) THE GREATER OF (I) \$1,600,000 OR (II) TWENTY (20%) OF THE NET PROCEEDS AVAILABLE FOR DISTRIBUTION OR PAYMENT TO THE STOCKHOLDERS OF THE CORPORATION (AFTER GIVING EFFECT TO THE PAYMENT OF ANY ACCRUING DIVIDENDS PURSUANT TO THE IMMEDIATELY PRECEDING CLAUSE A). IF UPON ANY SUCH LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION, THE ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS SHALL BE INSUFFICIENT TO PAY THE HOLDERS OF SHARES OF PREFERRED STOCK THE FULL AMOUNT TO WHICH THEY SHALL BE ENTITLED UNDER THIS SUBSECTION 3.1, THE HOLDERS OF SHARES OF PREFERRED STOCK SHALL SHARE RATABLY IN ANY DISTRIBUTION OF THE ASSETS AVAILABLE FOR DISTRIBUTION IN PROPORTION TO THE RESPECTIVE AMOUNTS WHICH WOULD OTHERWISE BE PAYABLE IN RESPECT OF THE SHARES HELD BY THEM UPON SUCH DISTRIBUTION IF ALL AMOUNTS PAYABLE ON OR WITH RESPECT TO SUCH SHARES WERE PAID IN FULL.

3.2 DISTRIBUTION OF REMAINING ASSETS. IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION, AFTER THE PAYMENT OF ALL PREFERENTIAL AMOUNTS REQUIRED TO BE PAID TO THE HOLDERS OF SHARES OF PREFERRED STOCK, THE REMAINING ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE SHARES OF COMMON STOCK, PRO RATA BASED ON THE NUMBER OF SHARES HELD BY EACH SUCH HOLDER, AND NO FURTHER DISTRIBUTIONS SHALL BE MADE TO HOLDERS OF THE PREFERRED STOCK. THE AGGREGATE AMOUNT WHICH A HOLDER OF A SHARE OF PREFERRED STOCK IS ENTITLED TO RECEIVE UNDER SUBSECTION 3.1 IS HEREINAFTER REFERRED TO AS THE "PREFERRED STOCK LIQUIDATION AMOUNT."

3.3 DEEMED LIQUIDATION EVENTS.

3.3.1 DEFINITION. THE SALE OF A MAJORITY OF THE OUTSTANDING SHARES OF CAPITAL STOCK OF THE CORPORATION OR ANY SUBSIDIARY IN A BUSINESS TRANSACTION AND EACH OF THE FOLLOWING EVENTS ENUMERATED IN SUBSECTIONS (A) AND (B) BELOW SHALL BE CONSIDERED A "DEEMED LIQUIDATION EVENT" UNLESS THE HOLDERS OF A MAJORITY OF THE OUTSTANDING SHARES OF PREFERRED STOCK ELECT OTHERWISE BY WRITTEN NOTICE SENT TO THE CORPORATION PRIOR TO THE EFFECTIVE DATE OF ANY SUCH EVENT:

(A) A MERGER OR CONSOLIDATION IN WHICH

(I) THE CORPORATION OR ANY SUBSIDIARY IS A CONSTITUENT PARTY OR

(II) A SUBSIDIARY OF THE CORPORATION IS A CONSTITUENT PARTY AND THE CORPORATION ISSUES SHARES OF ITS CAPITAL STOCK PURSUANT TO SUCH MERGER OR CONSOLIDATION, EXCEPT ANY SUCH MERGER OR CONSOLIDATION INVOLVING THE CORPORATION OR A SUBSIDIARY IN WHICH THE SHARES OF CAPITAL STOCK OF THE CORPORATION OUTSTANDING IMMEDIATELY PRIOR TO SUCH MERGER OR CONSOLIDATION CONTINUE TO REPRESENT, OR ARE CONVERTED INTO OR EXCHANGED FOR SHARES OF CAPITAL STOCK THAT REPRESENT, IMMEDIATELY FOLLOWING SUCH MERGER OR CONSOLIDATION, A MAJORITY, BY VOTING POWER, OF THE CAPITAL STOCK OF (1) THE SURVIVING OR RESULTING CORPORATION OR (2) IF THE SURVIVING OR

RESULTING CORPORATION IS A WHOLLY OWNED SUBSIDIARY OF ANOTHER CORPORATION IMMEDIATELY FOLLOWING SUCH MERGER OR CONSOLIDATION, THE PARENT CORPORATION OF SUCH SURVIVING OR RESULTING CORPORATION; OR  
(B) THE SALE, LEASE, TRANSFER, EXCLUSIVE LICENSE OR OTHER DISPOSITION, IN A SINGLE TRANSACTION OR SERIES OF RELATED TRANSACTIONS, BY THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION OF ALL OR SUBSTANTIALLY ALL THE ASSETS OF THE CORPORATION AND ITS SUBSIDIARIES TAKEN AS A WHOLE, OR THE SALE OR DISPOSITION (WHETHER BY MERGER OR OTHERWISE) OF ONE OR MORE SUBSIDIARIES OF THE CORPORATION IF SUBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION AND ITS SUBSIDIARIES TAKEN AS A WHOLE ARE HELD BY SUCH SUBSIDIARY OR SUBSIDIARIES.

3.3.2 EFFECTING A DEEMED LIQUIDATION EVENT.

(A) THE CORPORATION SHALL NOT HAVE THE POWER TO EFFECT A DEEMED LIQUIDATION EVENT REFERRED TO IN SUBSECTION 3.3.1 UNLESS THE ACQUISITION AGREEMENT OR PLAN OF MERGER OR CONSOLIDATION FOR SUCH TRANSACTION (THE "TRANSACTION AGREEMENT") PROVIDES THAT THE CONSIDERATION PAYABLE TO THE STOCKHOLDERS OF THE CORPORATION SHALL BE ALLOCATED AMONG THE HOLDERS OF CAPITAL STOCK OF THE CORPORATION IN ACCORDANCE WITH SUBSECTIONS 3.1 AND 3.2.

(B) IN THE EVENT OF A DEEMED LIQUIDATION EVENT, IF THE CORPORATION DOES NOT EFFECT A DISSOLUTION OF THE CORPORATION UNDER THE BUSINESS CORPORATION ACT WITHIN NINETY (90) DAYS AFTER SUCH DEEMED LIQUIDATION EVENT, THEN (I) THE CORPORATION SHALL SEND A WRITTEN NOTICE TO EACH HOLDER OF PREFERRED STOCK NO LATER THAN THE NINETIETH (90TH) DAY AFTER THE DEEMED LIQUIDATION EVENT ADVISING SUCH HOLDERS OF THEIR RIGHT (AND THE REQUIREMENTS TO BE MET TO SECURE SUCH RIGHT) PURSUANT TO THE TERMS OF THE FOLLOWING CLAUSE (II) TO REQUIRE THE REDEMPTION OF SUCH SHARES OF PREFERRED STOCK, AND (II) IF THE HOLDERS OF A MAJORITY OF THE THEN OUTSTANDING SHARES OF PREFERRED STOCK SO REQUEST IN A WRITTEN INSTRUMENT DELIVERED TO THE CORPORATION NOT LATER THAN ONE HUNDRED TWENTY (120) DAYS AFTER SUCH DEEMED LIQUIDATION EVENT, THE CORPORATION SHALL USE THE CONSIDERATION RECEIVED BY THE CORPORATION FOR SUCH DEEMED LIQUIDATION EVENT (NET OF ANY RETAINED LIABILITIES ASSOCIATED WITH THE ASSETS SOLD OR LICENSED, AS DETERMINED IN GOOD FAITH BY THE BOARD OF DIRECTORS OF THE CORPORATION), TOGETHER WITH ANY OTHER ASSETS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS (THE "AVAILABLE PROCEEDS"), TO THE EXTENT LEGALLY AVAILABLE THEREFOR, ON THE ONE HUNDRED FIFTIETH (150TH) DAY AFTER SUCH DEEMED LIQUIDATION EVENT, TO REDEEM ALL OUTSTANDING SHARES OF PREFERRED STOCK AT A PRICE PER SHARE EQUAL TO THE PREFERRED STOCK LIQUIDATION AMOUNT. NOTWITHSTANDING THE FOREGOING, IN THE EVENT OF A REDEMPTION PURSUANT TO THE PRECEDING SENTENCE, IF THE AVAILABLE PROCEEDS ARE NOT SUFFICIENT TO REDEEM ALL OUTSTANDING SHARES OF PREFERRED STOCK, THE CORPORATION SHALL REDEEM A PRO RATA PORTION OF EACH HOLDER'S SHARES OF PREFERRED STOCK TO THE FULLEST EXTENT OF SUCH AVAILABLE PROCEEDS, BASED ON THE RESPECTIVE AMOUNTS WHICH WOULD OTHERWISE BE PAYABLE IN RESPECT OF THE SHARES TO BE REDEEMED IF THE AVAILABLE PROCEEDS WERE SUFFICIENT TO REDEEM ALL SUCH SHARES, AND SHALL REDEEM THE REMAINING SHARES TO HAVE BEEN REDEEMED AS SOON AS PRACTICABLE AFTER THE CORPORATION HAS FUNDS LEGALLY AVAILABLE THEREFOR. PRIOR TO THE DISTRIBUTION OR REDEMPTION PROVIDED FOR IN THIS SUBSECTION 3.3.2(B), THE CORPORATION SHALL NOT EXPEND OR DISSIPATE THE CONSIDERATION RECEIVED FOR SUCH DEEMED LIQUIDATION EVENT, EXCEPT TO DISCHARGE EXPENSES INCURRED IN CONNECTION WITH SUCH DEEMED LIQUIDATION EVENT OR IN THE ORDINARY COURSE OF BUSINESS.

3.3.3 AMOUNT DEEMED PAID OR DISTRIBUTED. THE AMOUNT DEEMED PAID OR DISTRIBUTED TO THE HOLDERS OF CAPITAL STOCK OF THE CORPORATION UPON ANY SUCH MERGER, CONSOLIDATION, SALE, TRANSFER, EXCLUSIVE LICENSE, OTHER DISPOSITION OR REDEMPTION SHALL BE THE CASH OR THE VALUE OF THE PROPERTY, RIGHTS OR SECURITIES PAID OR DISTRIBUTED TO SUCH HOLDERS BY THE CORPORATION OR THE ACQUIRING PERSON, FIRM OR OTHER ENTITY. THE VALUE OF SUCH PROPERTY, RIGHTS OR SECURITIES SHALL BE DETERMINED IN GOOD FAITH BY THE BOARD OF DIRECTORS OF THE CORPORATION.

3.3.4 ALLOCATION OF ESCROW. IN THE EVENT OF A DEEMED LIQUIDATION EVENT PURSUANT TO SUBSECTION 3.3.1(A)(I), IF ANY PORTION OF THE CONSIDERATION PAYABLE TO THE STOCKHOLDERS OF THE CORPORATION IS PLACED INTO ESCROW AND/OR IS PAYABLE TO THE STOCKHOLDERS OF THE CORPORATION SUBJECT TO CONTINGENCIES, THE TRANSACTION AGREEMENT SHALL PROVIDE THAT (A) THE PORTION OF SUCH CONSIDERATION THAT IS NOT PLACED INTO ESCROW AND NOT SUBJECT TO ANY CONTINGENCIES (THE "INITIAL CONSIDERATION") SHALL BE ALLOCATED AMONG THE HOLDERS OF CAPITAL STOCK OF THE CORPORATION IN ACCORDANCE WITH SUBSECTIONS 3.1 AND 3.2 AS IF THE INITIAL CONSIDERATION WERE THE ONLY CONSIDERATION PAYABLE IN CONNECTION WITH SUCH DEEMED LIQUIDATION EVENT AND (B) ANY ADDITIONAL CONSIDERATION WHICH BECOMES PAYABLE TO THE STOCKHOLDERS OF THE

CORPORATION UPON RELEASE FROM ESCROW OR SATISFACTION OF CONTINGENCIES SHALL BE ALLOCATED AMONG THE HOLDERS OF CAPITAL STOCK OF THE CORPORATION IN ACCORDANCE WITH SUBSECTIONS 3.1 AND 3.2 AFTER TAKING INTO ACCOUNT THE PREVIOUS PAYMENT OF THE INITIAL CONSIDERATION AS PART OF THE SAME TRANSACTION.

4. PREFERRED STOCK PROTECTIVE PROVISIONS. AT ANY TIME SHARES OF PREFERRED STOCK ARE OUTSTANDING, THE CORPORATION SHALL NOT, EITHER DIRECTLY OR INDIRECTLY BY AMENDMENT, MERGER, CONSOLIDATION OR OTHERWISE, DO ANY OF THE FOLLOWING WITHOUT (IN ADDITION TO ANY OTHER VOTE REQUIRED BY LAW OR THE ARTICLES OF INCORPORATION) THE WRITTEN CONSENT OR AFFIRMATIVE VOTE OF THE HOLDERS OF A MAJORITY OF THE THEN OUTSTANDING SHARES OF PREFERRED STOCK, GIVEN IN WRITING OR BY VOTE AT A MEETING, CONSENTING OR VOTING (AS THE CASE MAY BE) SEPARATELY AS A CLASS:

(A) AMEND, ALTER, REPEAL OR WAIVE ANY PROVISION OF THE ARTICLES OF INCORPORATION OR BYLAWS OF THE CORPORATION IN A MANNER THAT ADVERSELY AFFECTS THE POWERS, PREFERENCES OR RIGHTS OF THE PREFERRED STOCK; OR

(B) CREATE, OR AUTHORIZE THE CREATION OF, OR ISSUE OR OBLIGATE ITSELF TO ISSUE SHARES OF, ANY ADDITIONAL CLASS OR SERIES OF CAPITAL STOCK UNLESS THE SAME RANKS JUNIOR TO THE PREFERRED STOCK WITH RESPECT TO THE DISTRIBUTION OF ASSETS ON THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION AND THE PAYMENT OF DIVIDENDS.

5. INFORMATION RIGHTS. THE HOLDERS OF THE PREFERRED STOCK SHALL BE ENTITLED TO RECEIVE FROM THE CORPORATION (A) INTERNALLY PREPARED FINANCIAL STATEMENTS WITHIN SEVENTY-FIVE (75) DAYS OF THE CLOSE OF THE CORPORATION'S FISCAL YEAR, (B) INDEPENDENTLY AUDITED STATEMENTS IF AND WHEN AVAILABLE AND (C) A COPY OF THE CORPORATION'S FEDERAL CORPORATE TAX RETURN WITHIN FIFTEEN (15) DAYS OF FILING TOGETHER WITH ANY AMENDMENTS THERETO. THE FOREGOING SHALL NOT BE CONSTRUED AS IMPOSING ANY OBLIGATION ON THE CORPORATION TO HAVE AUDITED FINANCIAL STATEMENTS PREPARED.

6. WAIVER. ANY OF THE RIGHTS, POWERS, PREFERENCES AND OTHER TERMS OF THE PREFERRED STOCK SET FORTH HEREIN MAY BE WAIVED ON BEHALF OF ALL HOLDERS OF PREFERRED STOCK BY THE AFFIRMATIVE WRITTEN CONSENT OR VOTE OF THE HOLDERS OF A MAJORITY OF THE SHARES OF PREFERRED STOCK THEN OUTSTANDING.

**ARTICLE III**

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

No. and Street: 35 AGNES STREET  
City or Town: EAST PROVIDENCE State: RI Zip: 02914

The name of its initial registered agent at such address is CHARLENE RUSSELL

**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:

SUBJECT TO ANY APPLICABLE STATUTORY REQUIREMENTS, ANY ACTION TO BE TAKEN BY SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING IF SHAREHOLDERS ENTITLED TO VOTE ON THE MATTER, HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING, CONSENT TO THE ACTION BY A WRITING FILED WITH THE RECORDS OF THE MEETINGS OF SHAREHOLDERS.

A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, NOTWITHSTANDING ANY STATUTORY PROVISION OR OTHER LAW IMPOSING SUCH LIABILITY, PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR’S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 7-1.2-811 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, AS THE SAME EXISTS OR HEREAFTER MAY BE AMENDED, OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT UNLESS THE TRANSACTION IS PERMITTED BY 7-1.2-807 OF THE RHODE ISLAND BUSINESS CORPORATION ACT. IF THE RHODE ISLAND BUSINESS CORPORATION ACT IS AMENDED TO AUTHORIZE THE FURTHER ELIMINATION OF, OR LIMITATION ON, THE LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION, IN ADDITION TO THE LIMITATION OF PERSONAL LIABILITY PROVIDED HEREIN, SHALL BE LIMITED TO THE FULLEST EXTENT PERMITTED BY SUCH AMENDMENT OR AMENDMENTS. ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE STOCKHOLDERS OF THE CORPORATION SHALL BE PROSPECTIVE ONLY, AND SHALL NOT ADVERSELY AFFECT ANY LIMITATION ON THE PERSONAL LIABILITY OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

**ARTICLE VI**

The name and address of the each incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	BARRY E. GOLD	CONN KAVANAUGH, ONE FEDERAL STREET BOSTON, MA 02110 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 20 Day of November, 2018 at 1:06:15 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.*

BARRY E. GOLD





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:

November 20, 2018 01:01 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*

