



**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 Umgawa, 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<br><i>Number of Shares</i> |
|----------------|---------------------|--|
| CWP            | \$0.0100            | 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:

**ARTICLE III**

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

No. and Street: C/O PARTRIDGE SNOW & HAHN LLP  
40 WESTMINSTER STREET, SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is JAMES H. HAHN, 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:

1. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S DUTY AS A DIRECTOR PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH DIRECTOR: (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR TO ITS SHAREHOLDERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (III) UNDER SECTION 7-1.2-811 OF THE RHODE ISLAND BUSINESS CORPORATION ACT; OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SUCH TRANSACTION IS PERMITTED BY SECTION 7-1.2-807 OF THE RHODE ISLAND BUSINESS CORPORATION ACT).

2. THE CORPORATION MAY PROVIDE, EITHER IN THE CORPORATION'S BYLAWS OR BY CONTRACT, FOR THE INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS, BY WHOMEVER ELECTED OR APPOINTED, TO THE FULL EXTENT PRESENTLY PERMITTED BY LAW; PROVIDED, HOWEVER, THAT IF THE APPLICABLE LAW IS HEREAFTER MODIFIED TO PERMIT INDEMNIFICATION IN SITUATIONS WHERE IT WAS NOT THERETOFOR PERMITTED, THEN SUCH INDEMNIFICATIONS MAY BE PERMITTED TO THE FULL EXTENT PERMITTED BY SUCH LAW AS AMENDED.

3. EXCEPT FOR ACTIONS PURSUANT TO SECTION 7-1.2-1002 OR SECTION 7-1.2-1102 OF THE RHODE ISLAND BUSINESS CORPORATION ACT, ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL 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 WERE PRESENT AND VOTING IN PERSON OR BY PROXY. IN THE EVENT OF SUCH WRITTEN ACTION, PROMPT NOTICE OF SUCH ACTION SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF SUCH MEETING WERE HELD.

4. THE STOCK OF THE CORPORATION IS SUBJECT TO TRANSFER RESTRICTIONS CONTAINED IN ITS BYLAWS AND COPIES THEREOF ARE ON FILE AT THE REGISTERED OFFICE OF THE CORPORATION. CERTIFICATES OF STOCK OF THE CORPORATION ARE TRANSFERABLE ONLY UPON COMPLIANCE WITH THE PROVISIONS OF SAID TRANSFER RESTRICTIONS.

#### ARTICLE VI

The name and address of the each incorporator is:

| <b>Title</b> | <b>Individual Name</b>                             | <b>Address</b>   |
|--------------|--|--|
| INCORPORATOR | First, Middle, Last, Suffix<br>JAMES H. HAHN, ESQ. | Address, City or Town, State, Zip Code, Country<br>40 WESTMINSTER STREET, SUITE 1100<br>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 19 Day of February, 2019 at 2:19:02 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.*

JAMES H. HAHN, 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:

February 19, 2019 02:19 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*

