

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is REDBIRD LIQUOR STORE, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

The sale of alcohol and malt beverages and for any other lawful purpose.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: 2,000

(a) If only one class: Total number of shares ..

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

These shares are without par value

or

(b) If more than one class: Total number of shares ..

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: Any stockholder including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this corporation shall first offer such stock to the corporation at not more than the book value of such stock as shown upon a financial statement of the corporation to be drawn as of the first of the month preceding the offer, provided, however, that the corporation shall exercise its right to purchase within 30 days after the stockholders shall have notified it in writing of his or her desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholders shall, upon the proper tender of the price thereof, transfer to the corporation his or her shares so sold. If the corporation shall elect not to purchase said shares within 30 days, the stockholder desiring to sell any of his or her stock shall give written notice of such desire to each of the other stockholders of said corporation who shall have the option to purchase said common stock in proportion to their respective holdings. The said stockholders shall have 30 days (from the date of said offer to sell) to purchase said common stock. The purchase price of said common stock shall be the book value of said common stock as set forth in the books of the corporation as of the first of the month preceding said offer to sell. In the event that any of said stockholders shall fail to exercise this option, the other stockholders desiring to exercise said option shall have the right to receive said share which said stockholder has failed to exercise in proportion to his or her respective holdings. In the event that none of the other stockholders desire to purchase said common stock, the said stockholder desiring to sell said common stock shall have the right to sell the same to any person. In the event that the holder of any of the shares of the common stock of the corporation shall pledge or otherwise encumber any of his or her stock, the said stock shall be sold as a result of the failure of the holder to offer the stock for sale to the stockholders in the manner hereinbefore set forth in this section, and shall not be entitled to any rights whatsoever in said corporation or in and to said stock unless the stockholders shall fail to purchase the stock upon the terms and conditions as hereinbefore set forth.

SIXTH Provisions (if any) for the regulation of the internal affairs of the corporation:

- (a) Actions may be taken by the shareholders without a meeting in accordance with R.I.G.L. 7-1.1-30.3.

SEVENTH. The address of the initial registered office of the corporation is 116 Orange Street, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Richard Jessup, Jr.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Caroline L. Todd, President	P.O. Box 577, New Shoreham, RI
Caroline L. Todd, Vice President	P.O. Box 577, New Shoreham, RI
Caroline L. Todd, Secretary	P.O. Box 577, New Shoreham, RI
Caroline L. Todd, Treasurer	P.O. Box 577, New Shoreham, RI

NINTH. The name and address of each incorporator is:

Name	Address
Richard Jessup, Jr.	116 Orange Street, Providence, RI
John H. McCann, III	116 Orange Street, Providence, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon Filing.

Dated August 18, 1988.

Richard Jessup, Jr.

John H. McCann, III

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~TOWN~~ } of PROVIDENCE

in said county this 18th day of August, A.D. 1988

then personally appeared before me RICHARD JESSUP, JR. and

JOHN H. McCANN, III

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Louise J. McJ
Notary Public

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SECRETARY OF STATE
OFFICE OF THE CLERK
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