

# 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

ROCKWELL AMUSEMENT AND PROMOTIONS, 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:

To generally engage in the business of promoting of benefits for charitable and for business corporations, individuals, partnerships, to promote shows, performances by groups and single artists, games, including but not limited to games of chance, circuses, sporting events, bingoes, beanos, card parties, whist parties, raffles, lotteries, to generally engage in directly or indirectly fund raising for individuals, churches, fraternal and civic organizations, charitable corporations, business corporations, sole proprietorships, individuals, partnerships and/or any other association or combination thereof, to manage, to assist in, to deal in, deal with distributions of trinkets, leaflets, prizes, charms, certificates, any and all objects, to conduct auctions, raffles, either for the benefit of others or benefit of this corporation, to engage in any and all activity legal in the state where in this corporation shall in fact function, to run, operate, acquire, lease, manage, mortgage, buy and sell real and personal property, or any interest therein, to deal in and deal with any and all articles of merchandise of any nature or description either individually or in conjunction with others, to prepare and distribute the same, including programs, and any and all items of a printed nature, picture, tickets, and to sponsor or co-sponsor events of any nature, type or description, to operate as a commission agent, servant, broker, or co-broker with any person, organization or corporation, lease, rent, stadiums, other public places or private places for the conduct of business of said promotion, obtain in any manner or form auditoriums, rooms, halls, theaters, civic centers, for the conduct of the business of said promotion, including any kind of an event whatsoever, to print or cause to be printed and distributed, tickets, flyers, and to engage in the advertisement of any or all of the hereinbefore stated purposes or events, to solicit donations, contributions, and/or participation in a financial way in any and all events in which this corporation may be involved, to solicit directly or indirectly said contributions, donations or financial participations. Further, to engage in any activity necessarily or reasonably connected with the hereinbefore stated purposes.

To purchase, acquire, develop, sell, lease, let, own, and manage fairgrounds, theaters, playhouses, gardens and opera houses, or other grounds or places for exhibitions, contests, and amusements of every kind and nature.

To hire, lease, manage, promote, and conduct circuses, carnivals, and all kinds of indoor and outdoor amusements, entertainments, boat or other races, and attractions of any kind and nature and to hire individuals and companies for such entertainments or shows; to conduct all kinds of excursions, and to transport passengers or freight or both, by water, or otherwise, and all of the businesses that may be incidental thereto; to engage in leasing, and conducting of restaurants, refreshment booths, and stands of various kinds, and to lease, own and acquire such real estate as may be necessary or essential to the proper conduct of such business.

To further carry on any and all lawful business.

(x) 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:

- (a) *If only one class:* Total number of shares 500.  
(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.)

no par common.

- or  
(b) *If more than one class:* Total number of shares . . . . .  
(State (A) the number of the 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:

- ( No stockholder 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 addresses of the 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 (30) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the corporation shall reject said offer or if no action shall be taken by it 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 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. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph. "Any transfer contrary to the foregoing provisions shall be void." The corporation, by resolution, however, may waive the foregoing provisions with respect to any particular transfer.

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

SEVENTH. The address of the initial registered office of the corporation is  
25 South Angell Street, Providence, Rhode Island 02906 (add Zip Code)  
and the name of its initial registered agent at such address is:

Brian J. Sarault, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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

not yet organized

NINTH. The name and address of each incorporator is:

Name

Address

Brian J. Sarault, Esquire

25 South Angell Street, Providence, RI

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

March 21, 1974

Dated March 20

19 74

Brian J. Sarault

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

in said county this 20<sup>th</sup> day of March, A.D. 19 74

then personally appeared before me

Brian J. Sarault

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.

Brooke Ellison  
Notary Public

Notary Public

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REC-OF  
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MAR 21 1974