



State of Rhode Island

Department of State - Business Services Division

Restated Articles of Incorporation

DOMESTIC Business Corporation

→ Filing Fee: \$70.00

Pursuant to the provisions of RIGL 7-1.2-906, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. Entity ID Number: 000100533	2. The name of the corporation is: Shoptech Industrial Software Corp.
3. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) in the manner prescribed by RIGL 7-1 2-903, adopted the following amendment(s) to the Articles of Incorporation on:	
November <u>13</u> , 2020	
Briefly describe the amendment(s), if applicable:	
Check the box to indicate an attachment _____	Check the box to indicate no amendments <input checked="" type="checkbox"/>
4. The attached Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation, as previously amended. The Restated Articles of Incorporation, together with the designated amendments, if any, supersede the original Articles of Incorporation.	
5. As required by RIGL 7-1 2-105, the entity has paid all fees and taxes.	

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

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BY *CA X87KB*

6. Date when these Restated Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer of the Corporation

Date

Gordon Kushner, Vice President & Secretary

11/13/20

Signature of Authorized Officer of the Corporation



EXHIBIT A
to
Restated Articles of Incorporation
of
Shoptech Industrial Software Corp.

ARTICLE I: The name of the Corporation is:

Shoptech Industrial Software Corp.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.

ARTICLE II: The total number of shares which the Corporation has authority to issue is:

Class of Stock	Par Value Per Share	Total Authorized Shares
CNP	\$0.00	10,000.00

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:

NONE

ARTICLE III: The name and address of the registered agent of the Corporation is:

Corporation Service Company
222 Jefferson Boulevard, Suite 200
Warwick, RI 02888

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, to be included 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 theretofore permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

3. Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if all the shareholders entitled to vote on the action consent to the action in writing.



State of Rhode Island

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,

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 16, 2020 02:42 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

