



**State of Rhode Island
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 LIBERATION CAPITAL OF GHANA 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	1,000,000.00
PNP	\$0.0000	100,000.00

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.

1.1 VOTING.

1.1.1 THE HOLDERS OF SHARES OF COMMON STOCK SHALL ARE ENTITLED TO ONE VOTE FOR EACH SHARE OF COMMON STOCK, HELD AT ALL MEETINGS OF STOCKHOLDERS (AND WRITTEN ACTIONS IN LIEU OF MEETINGS).

1.1.2 THERE SHALL BE NO CUMULATIVE VOTING.

1.1.3 ANY CLASS OR SERIES OF THE CORPORATION'S CAPITAL STOCK SENIOR IN RIGHT TO OR PARI PASSU WITH THE COMMON STOCK WITH RESPECT TO DIVIDENDS, THE DISTRIBUTION OF ASSETS ON THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE CORPORATION OR THE PAYMENT OF DIVIDENDS MAY ONLY BE CREATED, AUTHORIZED OR ISSUED AND THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK MAY ONLY BE INCREASED OR DECREASED (BUT NOT BELOW THE NUMBER OF SHARES THEREOF THEN OUTSTANDING) BY THE AFFIRMATIVE VOTE OF THE HOLDERS OF SHARES OF COMMON STOCK OF THE CORPORATION REPRESENTING AT LEAST A MAJORITY OF THE VOTES REPRESENTED BY ALL SHARES OF COMMON STOCK OUTSTANDING AND ENTITLED TO VOTE AND VOTING SEPARATELY AS A CLASS, IRRESPECTIVE OF THE PROVISIONS OF SECTION 7-1.2-904(B) OF THE BUSINESS CORPORATION LAW.

2. DIVIDENDS. EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ITS COMMON STOCK PER SHARE INTEREST IN SUCH DIVIDENDS AND OTHER

DISTRIBUTIONS OF CASH, EQUITY OR DEBT SECURITIES OR OTHER PROPERTY OF THE CORPORATION AS MAY BE DECLARED BY THE BOARD OF DIRECTORS FROM TIME TO TIME WITH RESPECT TO THE COMMON STOCK, PROVIDED THAT SUCH DIVIDEND OR OTHER DISTRIBUTION IS MADE FROM FUNDS OR OTHER ASSETS OF THE CORPORATION LEGALLY AVAILABLE FOR SUCH PURPOSE.

3. LIQUIDATION AND DISSOLUTION; DEEMED LIQUIDATION.

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3.1 PAYMENTS TO HOLDERS OF COMMON STOCK. IN THE EVENT OF THE VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION DISTRIBUTION OF ASSETS AND WINDING UP OF THE CORPORATION OR ANY DEEMED LIQUIDATION EVENT, EACH SHARE OF COMMON STOCK THEN OUTSTANDING SHALL BE ENTITLED TO BE PAID, OUT OF THE ASSETS OF THE CORPORATION LAWFULLY AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS, AN AMOUNT EQUAL TO ITS COMMON STOCK PER SHARE INTEREST OF SUCH ASSETS.

3.2 DEEMED LIQUIDATION EVENTS. EACH OF THE FOLLOWING EVENTS SHALL BE CONSIDERED A "DEEMED LIQUIDATION EVENT" UNLESS THE HOLDERS OF AT LEAST A MAJORITY OF THE OUTSTANDING SHARES OF COMMON STOCK ELECT OTHERWISE BY WRITTEN NOTICE SENT TO THE CORPORATION AT LEAST TEN (10) DAYS PRIOR TO THE EFFECTIVE DATE OF ANY SUCH EVENT:

(A) A MERGER OR CONSOLIDATION IN WHICH

(I) THE CORPORATION 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, AT LEAST 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 OR INTELLECTUAL PROPERTY OF THE CORPORATION AND ITS SUBSIDIARIES TAKEN AS A WHOLE, OR THE SALE OR DISPOSITION (WHETHER BY MERGER, CONSOLIDATION 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, EXCEPT WHERE SUCH SALE, LEASE, TRANSFER, EXCLUSIVE LICENSE OR OTHER DISPOSITION IS TO A WHOLLY OWNED SUBSIDIARY OF THE CORPORATION.

3.3 ELECTION OF DIRECTORS. THE HOLDERS OF RECORD OF THE SHARES OF COMMON STOCK EXCLUSIVELY AND AS A SEPARATE CLASS, SHALL BE ENTITLED TO ELECT THAT NUMBER OF DIRECTORS OF THE CORPORATION EQUAL TO THE NUMBER OF DIRECTORS (ROUNDED UP TO THE NEAREST WHOLE NUMBER) THEN AUTHORIZED MULTIPLIED BY FOUR-TENTHS. AT ANY MEETING HELD FOR THE PURPOSE OF ELECTING A DIRECTOR, THE PRESENCE IN PERSON OR BY PROXY OF THE HOLDERS OF A MAJORITY OF THE OUTSTANDING SHARES OF THE CLASS, CLASSES OR SERIES ENTITLED TO ELECT SUCH DIRECTOR SHALL CONSTITUTE A QUORUM FOR THE PURPOSE OF ELECTING SUCH DIRECTOR. ANY VACANCY, INCLUDING NEWLY CREATED DIRECTORSHIPS RESULTING FROM ANY INCREASE IN THE AUTHORIZED NUMBER OF DIRECTORS OR AMENDMENT OF THESE ARTICLES OF INCORPORATION, AND VACANCIES CREATED BY REMOVAL OR RESIGNATION OF A DIRECTOR, MAY BE FILLED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, THOUGH LESS THAN A QUORUM, OR BY A SOLE REMAINING DIRECTOR, AND THE DIRECTORS SO CHOSEN SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL ELECTION AND UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND SHALL QUALIFY, UNLESS SOONER DISPLACED; PROVIDED, HOWEVER, THAT WHERE SUCH

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VACANCY OCCURS AMONG THE DIRECTORS ELECTED BY THE HOLDERS OF A CLASS,

CLASSES OR SERIES OF STOCK, THE HOLDERS OF SHARES OF SUCH CLASS, CLASSES OR SERIES MAY OVERRIDE THE BOARD'S ACTION TO FILL SUCH VACANCY BY (A) VOTING FOR THEIR OWN DESIGNEE TO FILL SUCH VACANCY AT A MEETING OF THE CORPORATION'S STOCKHOLDERS OR (B) WRITTEN CONSENT, IF THE CONSENTING STOCKHOLDERS HOLD A SUFFICIENT NUMBER OF SHARES TO ELECT THEIR DESIGNEE AT A MEETING OF THE STOCKHOLDERS. ANY DIRECTOR MAY BE REMOVED DURING HIS OR HER TERM OF OFFICE, EITHER WITH OR WITHOUT CAUSE, BY, AND ONLY BY, THE AFFIRMATIVE VOTE OF THE HOLDERS OF THE SHARES OF THE CLASS, CLASSES OR SERIES OF STOCK ENTITLED TO ELECT SUCH DIRECTOR OR DIRECTORS, GIVEN EITHER AT A SPECIAL MEETING OF SUCH STOCKHOLDERS DULY CALLED FOR THAT PURPOSE OR PURSUANT TO A WRITTEN CONSENT OF STOCKHOLDERS, AND ANY VACANCY THEREBY CREATED MAY BE FILLED BY THE HOLDERS OF THAT CLASS OR SERIES OF STOCK REPRESENTED AT THE MEETING OR PURSUANT TO WRITTEN CONSENT.

ARTICLE III

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

No. and Street: 39 ALLSTON AVENUE
City or Town: MIDDLETOWN State: RI Zip: 02842

The name of its initial registered agent at such address is JOSEPH LINK MURRAY

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:

EACH DIRECTOR SHALL HAVE THE AUTHORITY CONTEMPLATED BY THE BUSINESS CORPORATION LAW. SUBJECT TO ANY ADDITIONAL VOTE REQUIRED BY THE AMENDED ARTICLES OF INCORPORATION OR BYLAWS, IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, REPEAL, ALTER, AMEND AND RESCIND ANY OR ALL OF THE BYLAWS OF THE CORPORATION.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name	Address
INCORPORATOR	First, Middle, Last, Suffix JOSEPH LINK MURRAY	Address, City or Town, State, Zip Code, Country 1053 EAST SHORE RD. JAMESTOWN, RI 02835 US

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 26 Day of November, 2020 at 2:47:01 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.*

JOSEPH LINK MURRAY

Form No. 100
Revised 09/07

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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 26, 2020 02:41 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

