



**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 SV BORGES CORPORATION

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	275,000.00

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:

ONE: ALL CORPORATE POWER OF THE CORPORATION SHALL BE EXERCISED BY THE BOARD OF DIRECTORS EXCEPT AS OTHERWISE PROVIDED BY LAW. IN FURTHERANCE AND NOT IN LIMITATION OF THE POWER CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED DO MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY SUBJECT TO THE POWER OF THE STOCKHOLDERS TO AMEND OR REPEAL ANY BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS.

TWO: MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION MAY BE HELD ANYWHERE WITHIN THE UNITED STATES.

THREE: THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE, WHICH IT WOULD HAVE POWER TO CONDUCT BY IT SELF.

FOUR: IN THE ABSENCE OF FRAUD, NO CONTRACT OR OTHER TRANSACTION OF THE CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE IN ANY WAY INTERESTED IN OR CONNECTED WITH ANY OTHER PARTY TO SUCH CONTRACT OR TRANSACTION OR ARE THEMSELVES PARTIES TO SUCH CONTRACT OR TRANSACTION, PROVIDED THAT THE INTEREST, IN ANY SUCH CONTRACT OR TRANSACTION OF ANY SUCH DIRECTOR

SHALL AT THE TIME BE FULLY DISCLOSED OR OTHERWISE KNOWN TO THE BOARD OF DIRECTORS. ANY DIRECTOR OF THE CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS WHICH SHALL AUTHORIZE SUCH CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON WITHOUT REGARD TO THE FACT THAT HE IS ALSO A STOCKHOLDER, DIRECTOR OR OFFICER OF, OR HAS ANY INTEREST IN, SUCH OTHER PERSON WITH THE SAME FORCE AND EFFECT AS IF HE WERE NOT SUCH A STOCKHOLDER, DIRECTOR OR OFFICER OR NOT SO INTERESTED. ANY CONTRACT OR OTHER TRANSACTION OF THE CORPORATION OR OF THE BOARD OF DIRECTORS OR OF ANY COMMITTEE THEREOF WHICH SHALL BE RATIFIED BY A MAJORITY OF THE HOLDERS OF THE ISSUED AND OUTSTANDING STOCK ENTITLED TO VOTE AT ANY ANNUAL MEETING OR ANY SPECIAL MEETING CALLED FOR THAT CORPORATION, PROVIDED, HOWEVER, THAT ANY FAILURE OF THE STOCKHOLDERS TO APPROVE OR RATIFY SUCH CONTRACT OR OTHER TRANSACTION, WHEN AND IF SUBMITTED, SHALL NOT BE DEEMED IN ANY WAY TO RENDER THE SAME INVALID OR DEPRIVE THE DIRECTORS AND OFFICERS OF THEIR RIGHT TO PROCEED WITH SUCH CONTRACT OR OTHER TRANSACTION.

FIVE: NO DIRECTOR OF THE, CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDER FOR MONETARY DAMAGES A BREACH OF FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR STOCKHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW.

ARTICLE III

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

No. and Street: 51 ABBY ST FL2
City or Town: EAST PROVIDENCE State: RI Zip: 02914

The name of its initial registered agent at such address is AMARILDO VIEIRA DE SOUZA

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:

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	AMARILDO VIEIRA DE SOUZA	51 ABBY ST FL2 EAST PROVIDENCE, RI 02914 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 24 Day of February, 2021 at 12:40:07 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.*

AMARILDO VIEIRA DE SOUZA

Form No. 100
Revised 09/07

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