

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 C. & J. PRODUCTIONS, 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 engage in the business of video advertising and video productions; to purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description, and 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:

(a) *If only one class:* Total number of shares . 1,000 NO PAR COMMON

(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.)

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:

RIGL §7-1.1-24, 1956, as amended is hereby adopted. Pre-emptive Rights are hereby defined as the rights a shareholder has to acquire unissued or treasury shares or securities converted into shares or securities converted into shares or carrying a right to subscribe to or acquire shares on the same class in preference to nonholders on equal terms with other holders of that class of stock in proportion as the number of shares of that class held by the shareholder bears to the total outstanding number of shares of that class.

FOURTH (2):

No stock may be pledged as security for any loan by the owner thereof without first having obtained in writing, the assent thereto of all the stockholders.

In case any stockholder of this corporation desires to give all, or any part of his shares of stock, he shall first offer the same to the corporation at book value and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to give, and the name of the person to whom they are to be given.

If any stockholder shall at any time desire to sell all, or any part of his shares of stock, he shall first offer the same to the corporation and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to sell, transfer, or otherwise dispose of, the lowest price at which he is willing to sell, and the name of the person to whom they are to be sold.

Within thirty (30) days after the receipt of any such notice, the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall elect whether to accept such offer. If the stockholders shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the stockholders shall forthwith and within said thirty (30) days, deliver in person to such stockholder or mail by certified mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election of the corporation to purchase such stock. The corporation shall have an additional thirty (30) days after the date of acceptance to make payment for such stock. The stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold.

If the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall not elect to accept said offer, or if notice of election to purchase shall not be given within the time limit above, then said stock shall be offered in writing to the stockholders of the corporation who shall have ten (10) days from receipt of said written notice within which to purchase such stock at the same price offered to the corporation.

Each stockholder shall have the right to purchase such portion of the remaining stock offered as the number of shares owned by him at such date shall bear to the total number of shares owned by all of the stockholders, excluding the stockholder making the offer, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.

If the stockholders fail or decline to exercise the right to purchase the offering stockholder's shares within ten (10) days from receipt of said notice, the stockholder making the offer is at liberty to sell, or give the same, provided said dispositive action is made within thirty (30) days after the expiration of the offer to the remaining stockholders, and except in the case of a gift, at a price not less than the price at which it was offered to the corporation.

The corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid and the terms therefor, before transferring such stock upon the books of the corporation.

All of the stockholders, exclusive of the offering stockholder, may in particular

SIXTH: (a) To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

(b) To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law, AND/OR,

(c) To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

(d) RIGL §7-1.1-30.3, 1956, as amended is hereby adopted.

(e) The corporation or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer of the corporation or any subsidiary or affiliated company thereof, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.

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 53 Birchwood Drive, Narragansett, RI 02882 (add Zip Code) and the name of its initial registered agent at such address is: Carol A. Lake

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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
James L. Lake - President	53 Birchwood Dr., Narragansett, RI 02882
Carol A. Lake - Vice-President	53 Birchwood Dr., Narragansett, RI 02882
James L. Lake - Secretary	53 Birchwood Dr., Narragansett, RI 02882
Carol A. Lake - Vice-President	53 Birchwood Dr., Narragansett, RI 02882

NINTH. The name and address of each incorporator is:

Name	Address
Carol A. Lake	53 Birchwood Drive, Narragansett, RI

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

Immediately

Nov 16 1984

Dated November 8, 1984

CAROL A. LAKE

53 Birchwood Dr., Narragansett, RI 02882

STATE OF RHODE ISLAND } In the ~~CITY~~ } of South Kingstown
COUNTY OF Washington } Town }

in said county this 8th day of November, A.D. 1984
then personally appeared before me CAROL A. LAKE

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.

Gayle F. Tarzwell
Notary Public
Gayle F. Tarzwell
Notary Public

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