



**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 Brandywine Acquisition Company

☒ 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>
CWP	\$0.0100	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, 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:

ARTICLE III

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

No. and Street: 225 DYER STREET
2ND FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903-3927

The name of its initial registered agent at such address is MARC A. LEWIN, ESQ.

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:

(A) PURSUANT TO RIGL § 7.12-1701(A)(1), THE CORPORATION HAS NO BOARD OF DIRECTORS, AND THE SHAREHOLDERS MAY EXERCISE ALL POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS.

(B) PURSUANT TO RIGL § 7.12-1701(D), THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF SHAREHOLDERS UNLESS ONE OR MORE SHAREHOLDERS DELIVERS WRITTEN NOTICE TO THE CORPORATION REQUESTING A MEETING AT LEAST 30 DAYS BEFORE THE MEETING DATE STATED OR FIXED IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION.

(C) ACTION BY THE SHAREHOLDERS PURSUANT TO RIGL § 7-1.2-707(B) IS HEREBY AUTHORIZED.

(D) NO SHAREHOLDER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR HAS PERSONAL LIABILITY TO THE CORPORATION OR TO ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE SHAREHOLDER’S DUTY

AS A PERSON UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR, PROVIDED THAT THIS PROVISION DOES NOT ELIMINATE OR LIMIT THE LIABILITY OF THE SHAREHOLDER FOR: (1) ANY BREACH OF THE SHAREHOLDER’S DUTY OF LOYALTY TO THE CORPORATION OR TO ITS SHAREHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR

A KNOWING VIOLATION OF LAW; (3) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF RIGL § 7-1.2-811; OR (4) ANY TRANSACTION FROM WHICH THE SHAREHOLDER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SUCH TRANSACTION IS PERMITTED BY RIGL § 7-1.2-807).

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	MARC A. LEWIN	225 DYER STREET, 2ND FLOOR PROVIDENCE, RI 02903 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 6 Day of July, 2021 at 3:20:53 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.*

 MARC A. LEWIN



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:

July 06, 2021 03:19 PM

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

Nellie M. Gorbea
Secretary of State

