



**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 MINAS CAFE II 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	20,000.00

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 PURPOSE FOR WITH THE CORPORATION IS FORMED AND THE NATURE OF THE BUSINESS TO BE TRANSACTED AS FOLLOW: TO CARRY IN ANY BUSINESS OR OTHER ACTIVITY WHICH MAY LAWFULLY BE CARRIED ON BY A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAWS OF THE RHODE ISLAND.

ARTICLE III

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

No. and Street: 315 WATERMAN AVENUE
City or Town: EAST PROVIDENCE State: RI Zip: 02914

The name of its initial registered agent at such address is GUSTAVO I DA SILVA

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 A: LIMITATION OF LIABILITY OF DIRECTORS, NO DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR NOT WITH STANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDE, HOWEVER, THAT THIS SHALL NOT ELIMINATE OR LIMIT ANY LIABILITY OF DIRECTOR FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION
OF LAW, OR WITH RESPECT TO ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT OR REPEAL OF THIS ARTICLE SHALL ADVERSELY AFFECT THE RIGHT AND PROTECTION AFFORDED TO A DIRECTOR OF THIS CORPORATION UNDER THIS ARTICLE FOR ACTS OR OMISSIONS OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. ARTICLE VI B: TRANSACTIONS WITH INTERESTED PERSON. UNLESS ENTERED INTO IN BAD FAITH, NO CONTRACTS OR TRANSACTION BY THIS CORPORATION SHALL BE VOID, AVOIDABLE OR IN ANY WAY AFFECTED BY REASON OF THE FACT THAT IT IS WITH AN INTERESTED PERSON. FOR THE PURPOSES OF THIS ARTICLE, A INTERESTED PERSON MEANS ANY PERSON OR ORGANIZATION IN ANY WAY INTERESTED IN THIS CORPORATION WHETHER AS AN OFFICER, DIRECTOR, STOCKHOLDERS, EMPLOYEE OR OTHERWISE, AND ANY OTHER ENTITY IN WHICH ANY SUCH PERSON OR ORGANIZATION OR THIS CORPORATION IS IN ANY WAY INTERESTED. UNLESS SUCH CONTRACT OR TRANSACTION WAS ENTERED INTO IN A BAD FAITH, NO INTERESTED PERSON, BECAUSE OF SUCH INTEREST, SHALL BE LIABLE TO THIS CORPORATION OR TO ANY OTHER PERSON OR ORGANIZATION FOR ANY LOSS OR EXPENSE INCURRED BY REASON OF SUCH CONTRACT OR TRANSACTION OR SHALL BE ACCOUNTABLE FOR ANY GAIN OR PROFIT REALIZED FROM SUCH CONTRACT OR TRANSACTION, PROVIDED THAT THE INTERESTED PERSON REASONABLY BELIEVED THE CONTRACT OR TRANSACTION TO BE IN THE BEST INTEREST OF THE CORPORATION. THE PROVISION OF THIS ARTICLE SHALL BE OPERATIVE NOT THE FACT THAT THE PRESENCE OF AN INTERESTED PERSON WAS NECESSARY TO CONSTITUTE A QUORUM AT A MEETING OF DIRECTORS OR DIRECTORS OR STOCKHOLDERS OF THIS CORPORATION ALL WHICH SUCH CONTRACT OR TRANSACTION WAS AUTHORIZED OR THAT THE VOTE AN INTERESTED PERSON WAS NECESSARY FOR THE AUTHORIZATION OF SUCH CONTRACT OR TRANSACTION. ARTICLE VI C: STOCKHOLDERS MEETING OF STOCKHOLDERS OF THIS CORPORATION MAY BE HELD ANY WHERE IN THE UNITED STATES. ARTICLE VI D: AMENDMENT OF THE ARTICLE THIS CORPORATION MAY, AT A MEETING CALLED FOR THE PURPOSE, BY A MAJORITY VOTE OF EACH CLASS OF STOCK OUTSTANDING AND ENTITLED TO VOTE THEREON, AMEND THE ARTICLES.

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	GUSTAVO I DA SILVA	3 HIGH ST WALPOLE , MA 02081 USA
INCORPORATOR	MANOEL I DA SILVA NETO	391 S FRANKLIN ST HOLBROOK , MA 02343 USA
INCORPORATOR	ISAAC MANOEL DA SILVA	18 REGATTA DRIVE ATTLEBORO, MA 02703 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: 08/20/2021

Signed this 19 Day of August, 2021 at 10:18:18 AM 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.*

 GUSTAVO I DA SILVA
 MANOEL I DA SILVA NETO
 ISAAC MANOEL DA SILVA

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:

August 19, 2021 10:07 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

