



**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 Surface Systems by AGM, 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	1,000.00

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:

ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNED BY HIM (HER) OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS IN THE FOLLOWING MANNER: HE (SHE) SHALL NOTIFY THE BOARD OF DIRECTORS OF HIS (HER) DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE OR SHE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM OR HER IN WRITING NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSCENCE OF SUCH ARBITRATOR, AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE THE SAME AT SUCH VALUATION, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE (SHE) MAY SEE FIT. NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCES WAIVE THE REQUIREMENTS.

1. THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION, IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISIONS THEREOF WHICH BY

LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS, REQUIRES ACTION BY THE STOCKHOLDERS.

2. THE CORPORATION MAY ENTER INTO CONTRACTS OR TRANSACT BUSINESS WITH ONE OR MORE OF ITS DIRECTORS, OFFICERS OR STOCKHOLDERS, OR WITH ANY CORPORATION, ASSOCIATION, TRUST, ORGANIZATION, OR OTHER BUSINESS ENTITY, IN WHICH ANY ONE OR MORE OF ITS DIRECTORS, OFFICERS OR STOCKHOLDERS ARE DIRECTORS, OFFICERS, STOCKHOLDERS OR BENEFICIARIES.

3. THE CORPORATION MAY BE A PARTNER OR ENGAGE IN ANY JOINT VENTURE IN ANY BUSINESS ENTERPRISE THAT SAID CORPORATION WOULD HAVE POWER TO CONDUCT BY ITSELF.

4. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH OF ITS DIRECTORS AND OFFICERS AGAINST ALL LIABILITIES AND EXPENSES REASONABLY INCURRED BY HIM/HER IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH HE/SHE MAY BE INVOLVED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF HIS/HER BEING OR HAVING BEEN SUCH A DIRECTOR OR OFFICER; PROVIDED, HOWEVER, THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE/SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS/HER ACTION WAS IN THE BEST INTEREST OF THE CORPORATION.

5. NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT ANY LIABILITY OF A DIRECTOR (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (C) FOR ANY KNOWING VIOLATION GENERAL LAWS, CHAPTER 156D, OR (D) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

6. THE STOCK FOR THE CORPORATION IS INTENDED TO QUALIFY UNDER THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

### ARTICLE III

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

No. and Street: 9 STEEL STREET  
City or Town: NORTH SMITHFIELD State: RI Zip: 02896

The name of its initial registered agent at such address is ALINE SANTOS

### 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:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	ALINE SANTOS	76 RIDGEWOOD ROAD WORCESTER, MA 01606 USA
INCORPORATOR	ALEXANDRO SANTOS	76 RIDGEWOOD ROAD WORCESTER, MA 01606 USA
INCORPORATOR	ALEXANDRO SANTOS JR	57 RANDALL AVENUE WORCESTER, MA 01606 USA
INCORPORATOR	RAILAN FERREIRA	401 PLEASANT STREET LEICSTER, MA 01524 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 2 Day of December, 2021 at 10:43:52 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.*

<BR> ALINE SANTOS <BR> ALEXANDRO SANTOS <BR> ALEXANDRO SANTOS JR  
<BR> RAILAN FERREIRA

Form No. 100  
Revised 09/07

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