



State of Rhode Island

Department of State - Business Services Division

Articles of Amendment

DOMESTIC Business Corporation

→ Filing Fee: \$50.00 (\$210 for an increase in authorized shares)

Pursuant to the provisions of RIGL 7-1.2-905, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: 000110069	2. The name of the corporation is: JWS ENTERPRISES, INC.												
3. The shareholders of the corporation (or, where no shares have been issued by the board of directors of the corporation) in the manner prescribed by RIGL <u>7-1.2</u> adopted the following amendment(s) to the Articles of Incorporation on: 4/6/2022													
4. If the entity's name is changing, state the new name: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>													
5. If the total authorized shares are changing complete the following section: *List ALL authorized shares as of this amendment. <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 35%;">Total Authorized Shares (Number of Shares)</th> <th style="text-align: left; width: 35%;">Class of Stock</th> <th style="text-align: left; width: 30%;">Par Value Per Share</th> </tr> </thead> <tbody> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>_____</td> </tr> </tbody> </table> <p>If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL <u>7-1.2</u>. State any provisions here (optional):</p> <div style="text-align: right;">Check the box to indicate an attachment <input type="checkbox"/></div> <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>		Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share	_____	_____	_____	_____	_____	_____	_____	_____	_____
Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share											
_____	_____	_____											
_____	_____	_____											
_____	_____	_____											
6. If the period of its duration is changing complete the following section: CHECK ONE BOX ONLY <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____ </div> <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div> </div>													

MAIL TO:

Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

APR 15 2022

BY 27261 FORM 101 - Revised 12/2021

A.A. 2:01pm.

7. If the entity's purpose is changing complete the following section: **The new purpose should include ALL activity to be transacted in the State of Rhode Island.*

Check the box to indicate an attachment ☐

Check the box to indicate no change ☒

8. If adding or amending additional provisions, complete the following section:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

9. As required by RIGL 7-1.2-105, the entity has paid all fees and taxes.

10. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer of the Corporation

John W. Studley, III, President

Date

4-6-22

Signature of Authorized Officer of the Corporation

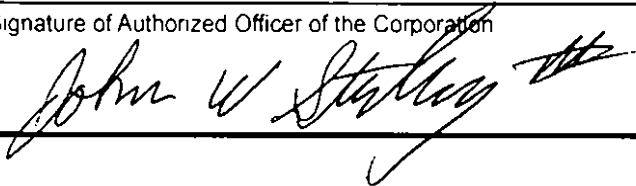


EXHIBIT A

**TO ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF**

JWS ENTERPRISES, INC.

the
following new Article SIXTH is hereby adopted:

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

- (a) **Provisions for of By-Laws.** Such provisions as are contained in the By-Laws for the corporation as on file with the registered agent of the corporation ("By-Laws").
- (b) **No Board of Directors.** There is no Board of Directors, and all of the discretions and powers normally vested in a Board of Directors are hereby assigned to the shareholder(s) who shall exercise such authority in accordance with the By-Laws.
- (c) **No Personal Liability.** To the fullest extent allowable by law, no shareholder shall have any personal liability for breach of duty in connection with the exercise or non-exercise of the powers and discretions normally vested in a Board of Directors but granted to the shareholders hereby.
- (d) **Issuance of Common Shares.** Common shares may be issued for such consideration as is determined from time to time by the shareholder(s) in accordance with the By-Laws.
- (e) **Transfer of Common Shares.** Unless otherwise provided by agreement of the shareholders, no transfer of common shares of the corporation shall be valid unless the transfer is approved of by all of the shareholders and otherwise complies with the By-Laws. The provisions governing the transfer and pledging of share, if any, set forth in the original Articles or any prior amendments thereto are hereby revoked.
- (f) **Preemptive Rights.** The corporation elects to have preemptive rights. Shareholders preemptive rights shall be governed by the principles provided in Section 7-1.2-613(b) of the General Laws of Rhode Island.
- (g) **No Annual Meeting Required.** Except as may otherwise be required by law or by the provisions of the By-Laws, the corporation need not hold an annual meeting of the shareholders.
- (h) **Indemnification.** Pursuant to Section 7-1.2-814(b) of the Act, each officer of the corporation (and his heirs, executors and administrators) shall be indemnified by this Corporation, to the full extent permitted by law, as such applicable law may be amended

from time to time, against any cost, expense (including attorneys' fees) judgment or liability reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding, civil or criminal (including any proceeding before any administrative or legislative body or agency), to which he or she may be made a party or with which he or she shall be threatened by reason of his or her being an officer of this Corporation or of any other corporation which he or she serves or has served as officer at the request of this Corporation (whether or not he or she continues to be an officer of this Corporation or an officer of such other corporation at the time such action, suit or proceedings is brought or threatened), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation or to the extent that such matter relates to service: (i) with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, or (ii) outside his or her official capacity, that action was not opposed to the best interests of the Corporation. The foregoing right of indemnification shall be in addition to any rights to which any officer may otherwise be entitled.



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:

April 15, 2022 02:01 PM

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

Nellie M. Gorbea
Secretary of State

