



**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 KFratt 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	100.00

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: 362 BROADWAY

City or Town: PROVIDENCE

State: RI

Zip: 02909

The name of its initial registered agent at such address is LISA M. KRESGE, 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:

ARTICLE 5.

§1. RESTRICTIONS ON TRANSFER OF SHARES. SO LONG AS THERE SHALL BE MORE THAN ONE HOLDER OF THE OUTSTANDING CAPITAL STOCK OF THIS CORPORATION, NO HOLDER OF ANY OF THE CAPITAL STOCK SHALL TRANSFER ANY OF SUCH STOCK WITHOUT FIRST OFFERING THE SAME TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE/SHE IS WILLING TO DISPOSE OF THE SAME, SAID OFFER TO BE IN WRITING AND TO INCLUDE A TRUE STATEMENT OF THE NAMES AND ADDRESSES OF THE TRANSFEREE OR TRANSFEREES TO WHOM SAID STOCKHOLDER INTENDS TO TRANSFER HIS/HER STOCK IF HIS SAID OFFER IS NOT ACCEPTED BY THE CORPORATION AS HEREINAFTER PROVIDED.

SAID OFFER AND STATEMENT SHALL BE ADDRESSED AND DELIVERED TO THE SECRETARY OF THE CORPORATION, OR IN CASE THE STOCKHOLDER MAKING SUCH OFFER BE THE SECRETARY, THEN TO THE PRESIDENT. THE SECRETARY OR THE PRESIDENT, AS THE CASE MAY BE, SHALL THEREUPON CALL OR CAUSE TO BE CALLED A SPECIAL MEETING OF THE HOLDERS OF THE STOCK OF THE CORPORATION THEN OUTSTANDING, TO BE HELD WITHIN TEN (10) DAYS AFTER THE RECEIPT OF SAID OFFER, FOR THE PURPOSE OF TAKING ACTION WITH RESPECT TO THE SAME. THE CORPORATION, THROUGH THE HOLDERS OF THE STOCK THEN OUTSTANDING, SHALL HAVE THIRTY (30) DAYS AFTER THE RECEIPT OF SAID OFFER TO ACCEPT OR REJECT SAID OFFER, AND UNTIL ACTION THEREON SHALL BE TAKEN OR UNTIL THE EXPIRATION OF SAID THIRTY (30) DAYS, WHICHEVER SHALL FIRST OCCUR, NO TRANSFER OF ANY OF HIS CAPITAL STOCK SHALL BE MADE BY THE STOCKHOLDER SUBMITTING THE OFFER, BUT IF THE STOCKHOLDERS SHALL REJECT SAID OFFER OR IF NO ACTION SHALL BE TAKEN BY THEM PRIOR TO THE EXPIRATION OF SAID THIRTY (30) DAYS, SUCH STOCKHOLDER MAY THEN TRANSFER THE SAME AT NOT LESS THAN SAID PRICE TO ANY TRANSFEREE OR TRANSFEREES DESCRIBED IN SAID STATEMENT AT ANY TIME WITHIN SIX (6) MONTHS AFTER THE EXPIRATION OF SAID THIRTY (30) DAYS, BUT NOT OTHERWISE OR THEREAFTER WITHOUT AGAIN COMPLYING WITH THE PROVISIONS OF THIS ARTICLE. AT ANY SUCH MEETING THE SHARES OF STOCK HELD BY THE STOCKHOLDER SUBMITTING SAID OFFER SHALL NOT BE COUNTED AS OUTSTANDING FOR THE PURPOSE OF DETERMINING WHAT SHALL CONSTITUTE A QUORUM AND A MAJORITY VOTE AND THE STOCKHOLDER SO SUBMITTING SAID OFFER SHALL NOT BE ENTITLED TO VOTE AT SAID MEETING.

ALL TRANSFERS OF THE CAPITAL STOCK OF THE CORPORATION (EXCEPT TRANSFERS UPON THE DEATH OF A STOCKHOLDER FROM HIS/HER ESTATE TO HIS/HER NEXT OF KIN OR TO THE LEGATEE OR LEGATEES NAMED IN HIS WILL) ARE INTENDED TO BE INCLUDED IN THE PROHIBITIONS OF THIS ARTICLE, INCLUDING, BUT WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, A TRANSFER BY VIRTUE OF A PLEDGE, ATTACHMENT OR OTHER ENCUMBRANCE.

ANY TRANSFER CONTRARY TO THE FOREGOING PROVISIONS SHALL BE VOID.

THE CORPORATION, BY VOTE OF THE HOLDERS OF A MAJORITY OF THE SHARES OF THE CAPITAL STOCK THEN OUTSTANDING, MAY WAIVE THE PROVISIONS OF THIS ARTICLE WITH RESPECT TO ANY PARTICULAR TRANSFER, BUT THE STOCK WITH REFERENCE TO WHICH SAID PROVISIONS ARE WAIVED SHALL NOT BE COUNTED AS OUTSTANDING FOR THE PURPOSE OF DETERMINING WHAT SHALL CONSTITUTE A QUORUM AND A MAJORITY VOTE AND THE HOLDER OF SAID STOCK SHALL NOT BE ENTITLED TO VOTE AT SAID MEETING.

§2. INDEMNIFICATION OF OFFICERS. THE CORPORATION SHALL INDEMNIFY ITS OFFICERS TO THE FULLEST EXTENT PERMITTED BY R.I. GEN. LAWS §7-1.1-4.1, AS AMENDED.

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	LISA REGO	19 BOWEN STREET RUMFORD, RI 02916 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: 07/11/2022

Signed this 11 Day of July, 2022 at 1:18:37 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.*

 LISA REGO

Form No. 100
Revised 09/07

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