



**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 CWH-USA 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	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: 10 ELMGROVE AVENUE

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of its initial registered agent at such address is MIRIAM ROSS & ASSOCIATES LLC

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:

6.1 NO STOCK MAY BE PLEDGED AS SECURITY FOR ANY LOAN BY THE OWNER THEREOF WITHOUT FIRST HAVING OBTAINED A WRITTEN CONSENT APPROVED BY A MAJORITY VOTE OF THE STOCKHOLDERS.

6.2 THE SHAREHOLDERS SHALL HAVE NO PREEMPTIVE RIGHTS TO ACQUIRE UNISSUED OR TREASURY SHARES OR SECURITIES CONVERTIBLE INTO SHARES OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES.

6.3 THE CORPORATION SHALL HAVE THE AUTHORITY TO GUARANTEE ANY BONDS, SECURITIES, OR EVIDENCES OF INDEBTEDNESS CREATED BY; OR DIVIDENDS ON; OR A CERTAIN AMOUNT PER SHARE IN LIQUIDATION OF THE CAPITAL STOCK OF ANY OTHER CORPORATION OR CORPORATIONS CREATED BY THIS STATE OR BY ANY OTHER STATE, COUNTRY, NATION, OR GOVERNMENT, PROVIDED SUCH OTHER CORPORATION IS FORMED FOR PURPOSES SIMILAR TO THE PURPOSES OF THIS CORPORATION OR IS ENGAGED IN THE SAME OR A SUBSTANTIALLY SIMILAR BUSINESS OR TRANSACTS BUSINESS WITH THIS CORPORATION OR IS OWNED OR CONTROLLED BY THE SAME OR SUBSTANTIALLY SIMILAR INTERESTS; BUT NOTHING HEREIN CONTAINED SHALL AUTHORIZE THIS CORPORATION TO CARRY ON THE BUSINESS OF A SURETY OR INDEMNITY COMPANY.

6.4 THE CORPORATION SHALL HAVE THE AUTHORITY TO GUARANTEE IN ANY WAY PERMITTED BY LAW THE PERFORMANCE OF ANY OF THE CONTRACTS OR OTHER UNDERTAKINGS IN WHICH THE CORPORATION MAY OTHERWISE BE OR BECOME INTERESTED, OF ANY CORPORATION, ASSOCIATION, PARTNERSHIP, FIRM, TRUSTEE, SYNDICATE, INDIVIDUAL, GOVERNMENT, STATE, MUNICIPALITY, OR OTHER POLITICAL OR GOVERNMENTAL DIVISION OR SUBDIVISION, DOMESTIC OR FOREIGN, AS MAY BE PERMITTED BY LAW.

6.5 THE CORPORATION SHALL HAVE THE AUTHORITY TO PROMOTE OR ASSIST, FINANCIALLY OR OTHERWISE, CORPORATIONS, SYNDICATES, PARTNERSHIPS, TRUSTS, TRUSTEES, INDIVIDUALS, OR ASSOCIATIONS OF ALL KINDS, AND TO GIVE ANY GUARANTY IN CONNECTION THEREWITH FOR THE PAYMENT OF MONEY OR FOR THE PERFORMANCE OF ANY OBLIGATION OR UNDERTAKING.

6.6 SECTIONS 7-1.2-707, AND 7-1 .2-810 OF THE RHODE ISLAND GENERAL LAWS (1956), AS AMENDED, ARE HEREBY ADOPTED.

6.7 (A) THE CORPORATION, OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF, SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON (AND HIS/HER HEIRS, ADMINISTRATORS AND EXECUTORS) WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS/HER HAVING HERETOFORE OR HEREAFTER BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OR AFFILIATED COMPANY THEREOF, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM/HER AS SUCH DIRECTOR OR OFFICER, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM/HER IN CONNECTION

WITH

ANY SUCH CLAIM OF LIABILITY; PROVIDED, HOWEVER, THAT NO SUCH PERSON SHALL BE INDEMNIFIED AGAINST OR BE REIMBURSED FOR ANY EXPENSE INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY ARISING OUT OF (I) ANY BREACH OF SAID PERSON'S DUTIES OF LOYALTY OR FIDUCIARY DUTIES TO THE CORPORATION OR ITS SHAREHOLDERS; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE WILLFUL MISCONDUCT, GROSS NEGLIGENCE, OR KNOWING VIOLATION OF LAW; OR (III) A TRANSACTION OR TRANSACTIONS FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED IMPROPER PERSONAL BENEFIT.

(B) THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS OF THIS ARTICLE 6.7 SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE/SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE

EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR. THE CORPORATION AND ITS DIRECTORS AND OFFICERS SHALL BE FULLY PROTECTED IN TAKING ANY ACTION OR MAKING ANY PAYMENT UNDER THIS ARTICLE 6.7, OR IN REFUSING SO TO DO, IN RELIANCE UPON THE ADVICE OF COUNSEL.

6.8 MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION MAY BE HELD AT ANY PLACE WITHIN OR OUTSIDE OF THE STATE OF RHODE ISLAND, IN PERSON OR BY TELEPHONE, INTERNET OR OTHER FORM OF COMMUNICATION. ALL MEETINGS MAY BE EFFECTUATED BY MEANS OF A CONFERENCE TELEPHONE, VIDEO CONFERENCE OR SIMILAR

COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER DURING THE MEETING. PARTICIPATION BY SUCH MEANS SHALL CONSTITUTE PRESENCE IN PERSON AT SUCH MEETING.

6.9 THE CORPORATION MAY BE A PARTNER, MEMBER, OR OTHER PARTICIPANT IN A BUSINESS ENTITY TO THE EXTENT PERMITTED BY APPLICABLE LAW.

6.10 ALL OF THE POWERS, RIGHTS, AND DUTIES NORMALLY VESTED IN THE BOARD OF DIRECTORS OF THE CORPORATION, TO THE EXTENT PERMITTED BY APPLICABLE LAW, SHALL INSTEAD BE VESTED IN THE STOCKHOLDERS OF THE CORPORATION.

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	MIRIAM A ROSS ESQ	10 ELMGROVE AVENUE PROVIDENCE, RI 02906 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 3 Day of January, 2023 at 4:11:19 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.*

 MIRIAM A ROSS ESQ

Form No. 100
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

January 03, 2023 04:08 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

