State of Rhode Island
Department of State - Business Services Division

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Articles of Incorporation

DOMESTIC Business Corporation

→ Filing Fee: $230.00 minimum

The undersigned, acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

ESS Laboratories, Inc.

Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☑ Yes ☐ No

2. The total number of shares which the corporation has the authority to issue is:
(Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of $0.01 per share.)

Total Authorized Shares (Number of Shares)	***Class of Stock***	***Par Value Per Share***
1,000		Common No Par

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 7-1.2.
State any provisions here (*optional*): Check the box to indicate an attachment ☐

3. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name: Trent D. Theroux

Street Address (NOT a P.O. Box): 195 Frances Avenue

City/Town: Cranston | State: RHODE ISLAND | Zip Code: 02910

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

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BY TB T7949

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

5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation: See Attached. Check the box to indicate an attachment ☑		
6. The name and address of each incorporator is:		
Name Kevin M. Daley, Esq.	Address 1383 Warwick Avenue	
City/Town Warwick	State RI	Zip Code 02888
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

7. Date when these Articles of Incorporation 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/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator	Date
Kevin M. Daley, Esq.	12/29/2022
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator Kevin M. Daley	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

KMD:jmr 7470/18 CorpArticlesIncorpPara6-ESSLaboratories-12-29-22

ATTACHMENT TO ARTICLES OF INCORPORATION FOR ESS LABORATORIES, INC.

5(a). The sale or transfer of stock held by any stockholder shall be subject to the following provisions:

A shareholder desiring to dispose of, or transfer his stock as aforesaid, shall first offer such stock for sale to the corporation at the lowest price at which he is willing to sell the same. If for any reason the corporation is unable to, or fails to purchase such stock, such stock shall be offered to the other shareholders of record in proportion to the number of shares they hold for a period of thirty (30) days at a price no lower than that at which it was first offered to the corporation.

If the remaining shareholders shall elect not to purchase said stock, the shareholder shall be at the liberty to sell his stock to any other party at a price not less than the price at which it was first offered to the corporation and to the remaining shareholders. This section shall also/not apply to gifts, sales or transfers by a stockholder to members of their immediate family.

5(b). The said common stock, without par value of this corporation may be issued for cash, personal or real property, tangible or intangible property or other consideration as may be fixed by the majority of the stockholders.