



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 Limitless Capital, 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>
CWP	\$0.0100	8,000.00

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:

2.1. IF ANY SHAREHOLDER SHALL AT ANY TIME DESIRE TO GIVE OR TO SELL ALL OR ANY PART OF HIS/HER/ITS SHARES OF STOCK, HE/SHE/IT SHALL FIRST OFFER THE SAME TO THE CORPORATION AND SHALL NOTIFY THE PRESIDENT OR SECRETARY OF THE CORPORATION IN WRITING BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, POSTAGE PREPAID, STATING THE NUMBER OF SHARES HE/SHE/IT DESIRES TO SELL, TRANSFER, OR OTHERWISE DISPOSE OF, THE TERMS OF THE SALE (OR TRANSFER IN THE CASE OF A GIFT), THE LOWEST PRICE AT WHICH SUCH SHARES ARE TO BE DISPOSED OF (IN THE CASE OF A SALE), AND THE NAME OF THE PERSON OR ENTITY TO WHOM OR TO WHICH THEY ARE TO BE SOLD OR TRANSFERRED. WITHIN THIRTY (30) DAYS AFTER THE RECEIPT OF ANY SUCH NOTICE, THE CORPORATION SHALL ELECT WHETHER OR NOT TO ACCEPT SUCH OFFER. IF THE CORPORATION SHALL ELECT TO PURCHASE THE SHARES SO OFFERED, THE SECRETARY OR TREASURER, OR SOME OTHER OFFICER DESIGNATED BY THE SHAREHOLDERS SHALL FORTHWITH AND WITHIN SAID THIRTY (30) DAYS DELIVER IN PERSON TO SUCH SHAREHOLDER OR MAIL BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, POSTAGE PREPAID, ADDRESSED TO HIM/HER/IT AT HIS/HER/ITS USUAL POST OFFICE ADDRESS AS STATED ON THE BOOKS OF THE CORPORATION, A NOTICE IN WRITING SIGNED BY SUCH OFFICER, OF THE ELECTION OF THE CORPORATION TO PURCHASE SUCH STOCK ON SUCH TERMS AND AT SUCH PRICE (IN THE CASE OF A SALE) OR AT A PRICE EQUAL TO THE BOOK VALUE OF SUCH STOCK AS OF SUCH DATE OF OFFER AS REFLECTED ON THE BOOKS AND RECORDS OF THE CORPORATION (IN THE CASE OF A GIFT). THE CORPORATION SHALL HAVE AN

ADDITIONAL THIRTY (30) DAYS AFTER THE DATE OF SUCH ELECTION TO PURCHASE TO MAKE PAYMENT FOR SUCH STOCK. THE SHAREHOLDER MAY RECEIVE THE PURCHASE PRICE FOR SUCH STOCK AT THE OFFICE OF THE CORPORATION UPON TRANSFER TO THE CORPORATION OF THE SHARES SOLD.

2.2. IF THE CORPORATION SHALL NOT ELECT TO ACCEPT SAID OFFER, OR IF NOTICE OF ELECTION TO PURCHASE SHALL NOT BE GIVEN BY THE CORPORATION WITHIN THE TIME LIMIT ABOVE, THEN SAID STOCK SHALL BE OFFERED IN WRITING TO THE SHAREHOLDERS OF THE CORPORATION WHO SHALL HAVE THIRTY (30) DAYS FROM RECEIPT OF SAID WRITTEN NOTICE WITHIN WHICH TO PURCHASE SUCH STOCK AT THE SAME PRICE OFFERED TO THE CORPORATION. EACH SHAREHOLDER SHALL HAVE THE RIGHT TO PURCHASE SUCH PORTION OF THE REMAINING STOCK OFFERED AS THE NUMBER OF SHARES OWNED BY HIM/HER/IT AT SUCH DATE SHALL BEAR TO THE TOTAL NUMBER OF SHARES OWNED BY ALL OF THE SHAREHOLDERS, EXCLUDING THE SHAREHOLDER MAKING THE OFFER; PROVIDED, HOWEVER, THAT IF ANY SHAREHOLDER DOES NOT PURCHASE HIS/HER/ITS FULL PROPORTIONATE SHARE OF THE STOCK, SAID PROPORTIONATE SHARE MAY BE PURCHASED BY THE OTHER SHAREHOLDERS PRO RATA TO THEIR HOLDINGS. IF THE SHAREHOLDERS FAIL TO EXERCISE THE RIGHT TO PURCHASE THE OFFERING SHAREHOLDER'S SHARES WITHIN THIRTY (30) DAYS FROM RECEIPT OF SAID NOTICE, THE SHAREHOLDER MAKING THE OFFER IS AT LIBERTY TO SELL OR GIVE THE SAME, PROVIDED SAID DISPOSITIVE ACTION IS MADE WITHIN THIRTY (30) DAYS AFTER THE EXPIRATION OF THE OFFER TO THE REMAINING SHAREHOLDERS, AND EXCEPT IN THE CASE OF A GIFT, AT A PRICE NOT LESS THAN THE PRICE AT WHICH SUCH STOCK WAS OFFERED TO THE CORPORATION

2.3. THE CORPORATION MAY REQUIRE AFFIDAVITS FROM THE SELLING SHAREHOLDER AND THE PURCHASER OF SUCH STOCK AS TO THE PRICE PAID AND THE TERMS THEREFOR BEFORE TRANSFERRING SUCH STOCK UPON THE BOOKS OF THE CORPORATION. ALL OF THE SHAREHOLDERS, EXCLUSIVE OF THE OFFERING SHAREHOLDER, MAY, IN PARTICULAR INSTANCES, CONSENT TO ANY SUCH PROPOSED SALE OR OTHER DISPOSITION, BUT NO SUCH CONSENT OR WAIVER SHALL EXTEND TO OTHER OR SUBSEQUENT INSTANCES. ANY STOCK ACQUIRED BY THE CORPORATION UNDER THE ABOVE PROVISIONS SHALL BE HELD IN THE NAME OF THIS CORPORATION SUBJECT TO THE CONTROL AND DISPOSAL OF THE SHAREHOLDERS WHO MAY, IF THEY SEE FIT, OFFER IT FOR SALE AT SUCH PRICE AS THEY MAY DEEM PROPER TO THE SHAREHOLDERS OF THIS CORPORATION, IN WHICH EVENT EACH SHAREHOLDER SHALL HAVE AN EQUAL RIGHT WITH THE OTHERS PRO RATA TO THEIR HOLDINGS TO PURCHASE THE SAME; PROVIDED, HOWEVER, THAT IF ANY SHAREHOLDER DOES NOT PURCHASE HIS FULL PROPORTIONATE SHARE OF THE STOCK, SAID PROPORTIONATE SHARE MAY BE PURCHASED BY THE OTHER SHAREHOLDERS PRO RATA TO THEIR HOLDINGS.

2.4. IF ANY TRANSFER OF STOCK IS MADE OR ATTEMPTED CONTRARY TO THE PROVISIONS HEREOF, THE CORPORATION AND THE OTHER SHAREHOLDERS SHALL HAVE THE SAME OPTIONS TO PURCHASE ALL OF THE STOCK SO TRANSFERRED OR ATTEMPTED TO BE TRANSFERRED UNDER THE SAME TERMS AND CONDITIONS PROVIDED HEREIN. ANY SUCH OFFER TO TRANSFER SHALL BE DEEMED TO HAVE BEEN MADE WHEN THE CORPORATION AND ALL OF THE OTHER SHAREHOLDERS RECEIVE ACTUAL NOTICE OF THE TRANSFER OR ATTEMPTED TRANSFER. IF THE CORPORATION AND THE OTHER SHAREHOLDERS DO NOT EXERCISE THEIR RESPECTIVE OPTIONS REGARDING SUCH STOCK, NEITHER THE SHAREHOLDER WHO TRANSFERRED OR ATTEMPTED TO TRANSFER SUCH STOCK, NOR THE TRANSFEREE OR INTENDED TRANSFEREE SHALL BE REQUIRED TO TRANSFER ANY OF SUCH STOCK TO THE CORPORATION OR TO THE OTHER SHAREHOLDERS. FURTHER, THE CORPORATION MAY REFUSE TO RECOGNIZE ANY TRANSFEREE AS ONE OF ITS SHAREHOLDERS FOR ANY PURPOSE, INCLUDING, WITHOUT LIMITATION, FOR PURPOSES OF DIVIDEND AND VOTING RIGHTS AND FOR PURPOSES OF ALLOCATION OF INCOME, LOSSES, AND BUSINESS EXPENSES, UNTIL ALL APPLICABLE PROVISIONS HEREOF HAVE BEEN COMPLIED WITH TO THE SATISFACTION OF

THE CORPORATION.

2.5. NOTWITHSTANDING THE FOREGOING, NOTHING CONTAINED HEREIN SHALL BE CONSTRUED AS RELEASING ANY SUCH STOCK FROM ANY APPLICABLE STATE OR FEDERAL LAWS OR REGULATIONS CONCERNING TRANSFER OF THE SAME. FURTHER, ANY SUCH STOCK TRANSFERRED IN ACCORDANCE WITH THE ARTICLES OF INCORPORATION SHALL, TO THE EXTENT PERMITTED BY LAW, CONTINUE TO BE SUBJECT TO THE TERMS HEREOF AND THE TRANSFEREE SHALL BE DEEMED TO HAVE CONSENTED TO THE TERMS HEREOF. UPON DELIVERY OF SUCH STOCK, SUCH TRANSFEREE SHALL BE BOUND HEREBY AND SHALL, ON REQUEST OF THE CORPORATION, EXECUTE SUCH ACKNOWLEDGMENT OR OTHER DOCUMENTATION AS THE CORPORATION MAY REQUEST.

**ARTICLE III**

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

No. and Street: 211 QUAKER LANE, SUITE 201

City or Town: WEST WARWICK

State: RI

Zip: 02893

The name of its initial registered agent at such address is ORSON AND BRUSINI LTD.

**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:

5.1. 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.

5.2. 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.

5.3. 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.

5.4. 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.

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

5.6. THE CORPORATION, OR ANY SUBSIDIARY OR AFFILIATED  
COMPANY THEREOF, SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON  
(AND HIS  
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 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 AS  
SUCH DIRECTOR OR OFFICER, AND SHALL REIMBURSE EACH SUCH PERSON FOR

ALL  
LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM 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. THE RIGHTS ACCRUING TO ANY PERSON  
UNDER  
THE FOREGOING PROVISIONS OF THIS ARTICLE 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, OR  
IN REFUSING SO TO DO, IN RELIANCE UPON THE ADVICE OF COUNSEL.

5.7. MEETINGS OF THE SHAREHOLDERS OF THE CORPORATION MAY  
BE HELD ANYWHERE IN THE UNITED STATES OF AMERICA.

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

#### 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	GIOVANNI LA TERRA BELLINA ESQ.	211 QUAKER LANE, SUITE 201 WEST WARWICK, RI 02893 US

**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 August, 2023 at 9:16:57 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> GIOVANNI LA TERRA BELLINA 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:

August 03, 2023 09:12 AM

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

Gregg M. Amore  
*Secretary of State*

