



**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 SMOKEHOUSE RESTAURANT, 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	1,000.00

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: 321 SOUTH MAIN STREET, SUITE 400

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is JEAN A. HARRINGTON, 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:

5. PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

I. EXCEPT AS OTHERWISE PROVIDED BY THE RHODE ISLAND BUSINESS CORPORATION ACT, AS HAS BEEN OR MAY HEREAFTER BE AMENDED (THE "ACT"), ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS BY THE ACT, BY THESE ARTICLES OF INCORPORATION OR BY THE BY-LAWS OF THE CORPORATION MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS THAN ALL OF THE SHAREHOLDERS ENTITLED TO VOTE THEREON IF THE SHAREHOLDERS WHO SO CONSENT WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON ARE PRESENT.

II. (A) A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS SHAREHOLDERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF SECTION 811 OF THE ACT, OR (IV) LIABILITY FOR ANY TRANSACTION (OTHER THAN TRANSACTIONS APPROVED IN ACCORDANCE WITH SECTION 807 OF THE ACT) FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED.

ANY REPEAL OR MODIFICATION OF THIS PROVISION BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

(B) THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION (AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

IN ADDITION TO THE AUTHORITY CONFERRED UPON THE DIRECTORS OF THE CORPORATION BY THE FOREGOING PARAGRAPH, THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON, FOR THE PURPOSE OF INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(I) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE, PAY, ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED PERSON (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS) BY REASON OF ANY COVERED ACT OF THE INDEMNIFIED PERSON.

(II) FOR THE PURPOSES OF THIS ARTICLE, WHEN USED HEREIN

(1) "DIRECTORS" OR "OFFICER" MEANS ANY INDIVIDUAL WHO IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS. DIRECTOR OR OFFICER INCLUDES, UNLESS THE CONTEXT OTHERWISE REQUIRES, THE ESTATE OR PERSONAL REPRESENTATIVE OF THE DIRECTOR OR OFFICER;

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE,

WITHOUT
BEING LIMITED TO, DAMAGES, JUDGMENTS, SETTLEMENTS, FINES (INCLUDING AN
EXCISE
TAX ASSESSED WITH RESPECT TO EMPLOYEE BENEFIT PLANS), PENALTIES, OR,
REASONABLE
EXPENSES ACTUALLY INCURRED;

(3) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE
DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING
LIMITED
TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS
NECESSARY TO
PURSUDE AN APPEAL OF AN ADVERSE JUDGMENT; AND

(4) "COVERED ACT" MEANS ANY ACT OR OMISSION OF AN INDEMNIFIED
PERSON IN THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE
CORPORATION AND
WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE CORPORATION
AS A
DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE, OR AGENT OF ANOTHER
FOREIGN OR
DOMESTIC CORPORATION, LIMITED LIABILITY COMPANY, PARTNERSHIP, JOINT
VENTURE,
TRUST, OTHER ENTERPRISE, EMPLOYEE BENEFIT PLAN OR OTHER ENTITY.

(III) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER
LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED
INDEMNIFIED
PERSON, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED
INDEMNIFIED
PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR
BANKRUPT
INDEMNIFIED PERSON, WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED
PERSON AT
THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY
PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR
TO THE
FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL
THEREFROM,
INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION
BY SUCH
INDEMNIFIED PERSON OF A COVERED ACT, SUBJECT TO (I) A WRITTEN AFFIRMATION
BY
THE INDEMNIFIED PERSON OF HIS OR HER GOOD FAITH BELIEF THAT HE OR SHE HAS

MET
THE STANDARD OF CONDUCT NECESSARY FOR INDEMNIFICATION AND (II) AN
UNDERTAKING
BY OR ON BEHALF OF SUCH INDEMNIFIED PERSON TO REPAY THE SAME TO THE
CORPORATION
IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT
PERMITTED
UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT,
PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH
INDEMNIFIED
PERSON.

(V) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT
INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE
CORPORATION
SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR
CLAIMS
MADE AGAINST AN INDEMNIFIED PERSON WHICH THE CORPORATION HAS
DETERMINED TO HAVE
RESULTED FROM: (1) ANY BREACH OF THE INDEMNIFIED PERSON’S DUTY OF LOYALTY
TO
THE CORPORATION OR ITS STOCKHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD
FAITH OR
WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3)
ACTION
CONTRAVENING SECTION 811 OF THE ACT; OR (4) A TRANSACTION (OTHER THAN A
TRANSACTION APPROVED IN ACCORDANCE WITH SECTION 807 OF THE ACT) FROM
WHICH THE
PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

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	JEAN A HARRINGTON	321 SOUTH MAIN STREET, SUITE 400 PROVIDENCE, RI 02903 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 18 Day of March, 2024 at 4:06:19 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.*

 JEAN A HARRINGTON

Form No. 100
Revised 09/07

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