

**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 OTEC 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	600.00

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: 44 CROSS PARK AVENUECity or Town: NORTH KINGSTOWN

State: RI

Zip: 02852The name of its initial registered agent at such address is ANTHONY MARINO**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:

NO STOCKHOLDER SHALL TRANSFER ANY OF HIS OR HER CAPITAL STOCK WITHOUT PAR VALUE, EXCEPT BY WILL OR INTESTACY WITHOUT FIRST OFFERING THE SAME TO THE CORPORATION AT THE LOWEST PRICE HE OR SHE IS WILLING TO SELL THE SAME, SAID OFFER TO BE IN WRITING AND TO INCLUDE A STATEMENT OF THE NAMES AND ADDRESSES OF THE TRANSFEREE OR TRANSFEREES TO WHOM THE STOCKHOLDER INTENDS TO SELL AND TRANSFER HIS STOCK IF HIS OR HER SAID OFFER IS NOT ACCEPTED BY THE CORPORATION AS HEREINAFTER PROVIDED. SAID OFFER AND STATEMENT SHALL BE ADDRESSED TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS. THE CORPORATION THROUGH ITS STOCKHOLDERS SHALL HAVE FIFTEEN (15) DAYS AFTER THE DATE OF THE DELIVERY OF SAID OFFER AND STATEMENT TO ACCEPT OR REJECT SAID OFFER AND UNTIL ACTION THEREON SHALL BE TAKEN OR UNTIL THE EXPIRATION OF SAID FIFTEEN (15) DAYS, WHICHEVER SHALL FIRST OCCUR, NO TRANSFER OF SUCH STOCK SHALL BE MADE BY THE STOCKHOLDER SUBMITTING THE OFFER, BUT IF THE CORPORATION SHALL REJECT SAID OFFER OR IF NO ACTION SHALL BE TAKEN BY THE CORPORATION PRIOR TO THE EXPIRATION OF SAID FIFTEEN (15) DAYS, SUCH STOCKHOLDER MAY THEN SELL SAID STOCK AT NOT LESS THAN THE PRICE FIXED IN SAID OFFER TO ANY TRANSFEREE OR TRANSFEREES DESCRIBED IN SAID STATEMENT AT ANY TIME WITHIN THREE (3) MONTHS AFTER THE EXPIRATION OF SAID FIFTEEN (15) DAYS, BUT NOT OTHERWISE OR THEREAFTER WITHOUT AGAIN COMPLYING WITH THE PROVISIONS OF THE PARAGRAPH HEREIN. TRANSFERS BY WAY OF PLEDGE, ATTACHMENT OR OTHER ENCUMBRANCES ARE INTENDED TO BE INCLUDED IN THE PROHIBITIONS OF THE PARAGRAPHS HEREIN. ANY TRANSFER CONTRARY TO THE FOREGOING PROVISIONS SHALL BE VOID. THE CORPORATION BY RESOLUTION OF ITS STOCKHOLDERS

MAY WAIVE  
THE FOREGOING PROVISIONS WITH RESPECT TO ANY PARTICULAR TRANSFER.  
THE  
CORPORATION SHALL COMPLY WITH SECTION 1244 OF THE INTERNAL REVENUE  
CODE.

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	ANTHONY MARINO	74 BERRY HILL LANE KINGSTON, RI 02881 USA
INCORPORATOR	ALEJANDRO BARTLETT	241 INDIAN TRAIL SAUNDERSTOWN, RI 02874 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 April, 2024 at 1:09:15 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.*  
<BR> ANTHONY MARINO <BR> ALEJANDRO BARTLETT

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:

April 17, 2024 02:36 PM

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

Gregg M. Amore  
*Secretary of State*

