



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: <b>HEART WATER BAY, INC.</b>		
Is this a close corporation pursuant to RIGL <u>7-1.2-1701</u> of the General Laws, 1956, as amended? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.)		
<b>Total Authorized Shares (Number of Shares)</b>	<b>Class of Stock</b>	<b>Par Value Per Share</b>
1,000	Common	No Par Value
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 <u>7-1.2</u> . State any provisions here (optional): <span style="float: right;">Check the box to indicate an attachment <input checked="" type="checkbox"/></span>		
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name <b>Troy L. Costa</b>		
Street Address (NOT a P.O. Box) <b>2 Williams Street</b>		
City/Town <b>Providence</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02903</b>
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 <u>7-1.2</u> .		

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

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 BY **ASEEB**  
  
 FORM 100 - Revised 12/2021

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:

Check the box to indicate an attachment

6. The name and address of each incorporator is:

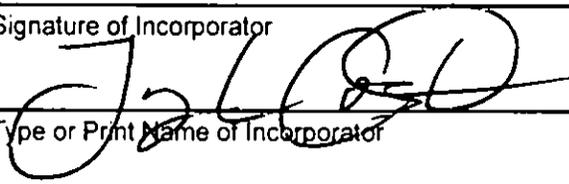
Name Troy L. Costa	Address 2 Williams Street	
City/Town Providence	State RI	Zip Code 02903
Name	Address	
City/Town	State	Zip Code
Name	Address	
City/Town	State	Zip Code

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 Troy L. Costa	Date 09/23/2024
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

**ATTACHMENT TO**  
**ARTICLES OF INCORPORATION**

**HEART WATER BAY, INC.**

**ARTICLE TWO:**

- (A) With respect to the issuance of shares, any and all preferences, limitations, relative rights, duties, obligations, class(es), series, and the like shall be governed by the Bylaws of the Corporation, as the same may be amended from time to time.
- (B) The shares of stock of the Corporation are subject to and transferable on the books of the Corporation only upon compliance with the provisions of the stock restrictions applicable thereto in the Bylaws of the Corporation, as the same may be amended from time to time, which include, without limitation, satisfaction of certain rights of first refusal with respect to the Corporation and other shareholders.

**ARTICLE FIVE:**

- (A) All internal affairs of the Corporation not otherwise provided in these Articles shall be governed by the Bylaws of the Corporation, as the same may be amended from time to time, in accordance therewith.
- (B) An officer or director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for the breach of the officer's or director's duty as an officer or director, except for: (i) liability for any breach of the officer's or 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 R.I.G.L. Title 7, Chapter 1.2, *et seq.*, known as the Rhode Island Business Corporation Act (the "Act"); or (iv) liability for any transaction (other than transactions approved in accordance with the Act, these Articles, or the Bylaws) from which the officer or director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of officers or directors, then the liability of an officer or director 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 an officer of the Corporation existing prior to such repeal or modification.
- (C) Any action, except as may be required by the Act or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if consented to in writing by a majority of the holders of outstanding shares. Prompt notice of such actions shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were held.



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:

September 24, 2024 09:49 AM

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

Gregg M. Amore  
*Secretary of State*

