



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Rhode Island Cultivators Guild Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

TO ADVANCE THE COLLECTIVE INTERESTS OF LICENSED CANNABIS CULTIVATORS
IN RHODE
ISLAND THROUGH EDUCATION, ADVOCACY, AND COLLABORATION AS WELL AS
ANY OTHER
LAWFUL ACTIVITIES PURSUANT TO RIGL 7-6-4.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

1. NO DIRECTOR OR OFFICER SHALL HAVE ANY PERSONAL LIABILITY TO THE
CORPORATION OR ITS MEMBERS, IF ANY , FOR MONETARY DAMAGES FOR
BREACH OF
FIDUCIARY DUTY AS A DIRECTOR OR OFFICER NOTWITHSTANDING ANY
PROVISION OF LAW
IMPOSING SUCH LIABILITY; HOWEVER, DIRECTORS AND OFFICERS SHALL HAVE
LIABILITY
AS DIRECTORS OR OFFICERS, RESPECTIVELY, (A) FOR ANY BREACH OF SUCH
DIRECTOR'S
OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (B)
FOR ACTS
OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL
MISCONDUCT OR A
KNOWING VIOLATION OF LAW, OR (C) FOR ANY TRANSACTION FROM WHICH THE

DIRECTOR

OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT.

2. OTHER LAWFUL PROVISIONS ARE SET FORTH IN THE BYLAWS OF THE CORPORATION.

3. IF THERE IS ANY CONFLICT BETWEEN THE PROVISIONS OF THESE ARTICLES OF ORGANIZATION AND THE BYLAWS OF THE CORPORATION, THE PROVISIONS OF THESE ARTICLES SHALL GOVERN.

ARTICLE V

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

No. and Street: 1 PARK ROW, STE. 5
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is JEFFREY PADWA

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|--------------|---|---|
| DIRECTOR | SPENCER BLIER | 1 PARK ROW, STE. 5 PROVIDENCE, RI 02903 USA |
| DIRECTOR | NICK LACROIX | 1 PARK ROW, STE. 5 PROVIDENCE, RI 02903 USA |
| DIRECTOR | TIM RYAN | 1 PARK ROW, STE. 5 PROVIDENCE, RI 02903 USA |

ARTICLE VII

The name and address of the incorporator is:

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|--------------|---|---|
| INCORPORATOR | JEFFREY PADWA | 1 PARK ROW, STE. 5 PROVIDENCE, RI 02906 USA |

ARTICLE VIII

Date when corporate existence is to begin
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of December, 2024 at 1:06:42 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 § 7-6.

Enter signature(s) below.

JEFFREY PADWA, ESQ.

Form No. 200
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:

December 13, 2024 01:05 PM

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

Gregg M. Amore
Secretary of State

