

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

2013 MAY -1 AM 10:27
SECRETARY OF STATE
CORPORATIONS DIV

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Resolute Intermediate, Ltd.

(This is a close corporation pursuant to §7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has the authority to issue is:

(a) If only one class: Total number of shares 8,000

or

(b) If more than one class: Total number of shares of each class

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:

3. The address of the initial registered office of the corporation is:

One Citizens Plaza, 8th Floor
(Street Address, not P.O. Box)

Providence, Ri 02903-1345 and the name of its initial registered agent at
(City/Town) (Zip Code)

such address is Adler Pollock & Sheehan P.C.
(Name of Agent)

4. 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.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or no par value of \$0.01 per share.

FILED 1027

MAY 01 2013

BY R196291

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

SEE EXHIBIT A ANNEXED HERETO AND MADE A PART HEREOF

7. The name and address of each incorporator is:

Name

Address

Sarah T. Dowling, Attorney

One Citizens Plaza, 8th Floor, Providence, Rhode Island 02903-1345

8. 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 _____

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.

Date: 4.30.13

Sarah T. Dowling
Sarah T. Dowling

Signature of each Incorporator

EXHIBIT A

Addendum to the Articles of Incorporation **of** **Resolute Intermediate, Ltd.**

6. Additional provisions not inconsistent with the Rhode Island Business Corporations Act (§ 7-1.2-101 et seq. of the General Laws of Rhode Island, 1956, as amended) (the “Act”) which the Incorporator elects to have set forth in these Articles of Incorporation:
- a. Action by Shareholders Without a Meeting. Except for actions required under Sections 7-1.2-1002 (Approval by Shareholders of Merger) or 1102 (Sale of Assets Other than in Regular Course of Business) any action required or permitted to be taken at a meeting of shareholders pursuant to the Act or these Articles of Incorporation or the By Laws of the Corporation, may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon pursuant to the provisions of Section 7-1.2-707 of the Act (as in effect or as hereafter amended). Meetings of the shareholders of the Corporation may be held anywhere in the United States.
 - b. Indemnification. Pursuant to Section 7-1.2-814(b) of the Act, each director and officer of this Corporation (and his or her heirs, executors and administrators) shall be indemnified by this Corporation, to the full extent permitted by law, as such applicable law may be amended from time to time, against any cost, expense (including attorneys’ fees) judgment or liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, civil or criminal (including any proceeding before any administrative or legislative body or agency), to which he may be made a party or with which he or she shall be threatened, by reason of his or her being a director or officer of this Corporation or of any other corporation which he or she serves or has served as director or officer at the request of this Corporation (whether or not he or she continues to be an officer or director of this Corporation or such other corporation at the time such action, suit or proceedings is brought or threatened), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to any rights to which any officer may otherwise be entitled.
 - c. Elimination of Directors’ Personal Liability. Pursuant to Section 7-1.2-202(b)(3) of the Act, no director shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director for:
 - (i) any breach of the director’s duty of loyalty to the Corporation or its shareholders,
 - (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
 - (iii) liability under Section 7-1.2-811 of the Act (as in effect or as hereafter amended), or

- (iv) any transaction from which the director derived an improper personal benefit, unless said transaction is permitted by Section 7-1.2-807 of the Act.

If the Rhode Island General Laws are amended after the adoption of this Article 6 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws. Neither the amendment nor repeal of this Article 6, Subsection c, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article 6, subsection c, shall eliminate or reduce the effect of this Article 6, Subsection c, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article 6, Subsection c, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

638220.1



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

