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ID Number: 4070



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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2009 DEC 22 PM 3:51

BUSINESS CORPORATION

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-906 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation.

- 1 The name of the corporation is Chemart Company
2 The shareholders of the corporation (or where no shares have been issued, the board of directors of the corporation) on December 22, 2009, in the manner prescribed by Chapter 7-1.2-903 of the General Laws, 1956 as amended, adopted the following amendment(s) to the Articles of Incorporation:

(Briefly describe amendments in space below. If there are no such amendments, state "None")

See Amended and Restated Articles of Incorporation of Chemart Company attached hereto.

- 3 The attached restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation, as previously amended, and that the restated articles of incorporation, together with the designated amendments, if any, supersede the original articles of incorporation and all previous amendments to the articles of incorporation.
4 As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
5 These Restated 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 declare and affirm that I have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date December 22, 2009

Richard E. Beaupre
Signature of Authorized Officer of the Corporation

Richard E. Beaupre, President
Type or Print Name of Authorized Officer

FILED

DEC 22 2009

By 106729
3:51

Filing and License Fee: \$230.00 minimum

ID Number: 4070



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION  
AMENDED AND RESTATED  
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 Chemart Company

(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 authority to issue is:

(a) if only one class: Total number of shares \_\_\_\_\_

or

(b) if more than one class: Total number of shares of each class 44,000

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.

See Schedule A attached hereto.

3 The address of the initial registered office of the corporation is One Financial Plaza, Suite 1800

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI

02903

(Zip Code)

and the name of its initial registered agent

at such address is Michael F. Sweeney, Esq.

(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 par value of \$0.01 per share

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 Schedule A attached hereto.

Lined area for additional provisions.

7 The name and address of each incorporator is

<u>Name</u>	<u>Address</u>
Not applicable.	

8 These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing

Date: December 2, 2009

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.

Chemart Company

By: Richard E. Beaupre

Richard E. Beaupre, President

Signature of each Incorporator

**SCHEDULE A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CHEMART COMPANY (the "Corporation")**

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

(a) Four Thousand (4,000) Class A common shares; and

(b) Forty Thousand (40,000) Class B common shares.

Except as required by law, all voting power shall be vested solely and exclusively in the Class A common shares at the rate of one vote per share so long as any Class A common shares are issued and outstanding. If, and only if, there are no Class A common shares issued and outstanding, then all voting power shall be vested in the Class B common stock at the rate of one vote per share.

Except as otherwise provided herein, Class A common shares and Class B common shares shall have identical powers, preferences, rights, qualifications, limitations and restrictions, including but without limiting the foregoing, rights to dividends, including stock dividends and rights in liquidation; provided, however, that if any Class B common shares are issued and outstanding then stock dividends declared with respect to common shares shall be distributable as to Class B common shares only in Class B common shares.

6. 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 pursue 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.



# 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*

