

2nd copy

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we STEPHEN D'ATTORE of East Greenwich, Rhode Island, JOSEPH G. GLOVER of East Greenwich, Rhode Island, and FRED A. PADULA of Natick, Rhode Island, all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

D'ATTORE INSURANCE AGENCY, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of To act as insurance agents for insurance companies in soliciting and receiving applications for life, accident, health, fire, casualty, plate glass, boiler, elevator, burglary, rent, marine, and credit insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies; to conduct and carry on a general insurance agency and brokerage business, and generally to transact and carry on all kinds of agency businesses.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

- (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal, and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the constitution or laws of the United States or of this state, or the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money;
- (g) to acquire, hold, sell and transfer shares of its own capital stock: *Provided*, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
- (h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) to guarantee, if authorized so to do by its charter or articles of association, any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of, any other corporation or corporations created by this state or by any other state, country, nation or government;
- (j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;
- (k) to conduct business and have offices in this state and elsewhere: *Provided, however*, that nothing in paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in East Greenwich, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$) dollars as follows, viz:
Common stock in the amount of (\$)
dollars to be divided into (.....) shares of
the par value of (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into (.....) shares, of
the par value of (\$) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
..... Three Hundred (300) shares,
as follows, viz:— One Hundred (100) shares of
Common stock, without par value; and
..... Two Hundred (200) shares of
Class A
~~Preferred~~ stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

..... Holders of Class A stock shall have no voting powers whatsoever.

..... Voting power shall be in the holders of the Common stock.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate

..... (Further provisions-not-inconsistent with law)

SEVENTH Class A and Common stock may be issued from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate, as may be fixed from time to time by the board of directors, to such persons, firms, corporations or associations and upon such terms not inconsistent with law as the board of directors may in their discretion determine.

EIGHTH Said corporation shall have the right, in case of the sale of shares of either Class A or Common stock by any stockholder, to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and, if the corporation shall decide to purchase said shares, such stockholder shall, upon the tender of the purchase price thereof, transfer to the corporation the shares so ~~now~~ sold, and, if the corporation shall not elect to purchase said shares within the said thirty (30) days, then such stockholder may, at any time within ninety (90) days after the expiration of said thirty (30) days, sell said shares to any other party, but at not less than the price at which the same were offered to this corporation.

NINTH The corporation shall have a lien on stock of any stockholder who is indebted to the corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this _____ day of _____, A. D. 19____

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Joseph G. Gloran</i>	<i>24 Liberty St., East Greenwich, R. I.</i>
<i>Fred A. Padula</i>	<i>769 East Ave. Warwick, R. I.</i>
<i>Stephen D'Atta</i>	<i>35 Liberty St. East Greenwich R. I.</i>

STATE OF RHODE ISLAND, }
COUNTY OF *Kent* } In the ^{City} Town of *East Greenwich*
in said county this *13th* day of *December*, A. D. 19*50*
then personally appeared before me *Joseph G. Gloran*
Fred A. Padula and *Stephen D'Atta*

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

George M. Halshaus
Notary Public

My commission expires June 30, 1951

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

D'ATTORE INSURANCE AGENCY, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

DEC 29 1950

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 16882

Providence, December 29, 1950 19

I Hereby Certify That D'Attore Insurance Agency, Inc.

has paid into the State Treasury a fee of

twenty-five Dollars for incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

Raymond H. Zwick
General Treasurer.