

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION.

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Irving Winograd, Marshall B. Marcus  
and Max Winograd

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  
International Wire & Cable Corporation

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) ~~for the purpose of~~ To manufacture, purchase, process, and otherwise obtain, hold, own, use, maintain, manage, develop, improve, sell, lease, exchange, mortgage, pledge, encumber, trade, and otherwise deal in and acquire and dispose of, either as principal, agent, broker, factor, commission merchant, or otherwise, wire, cable, machinery, equipment, electrical supplies, accessories, products, articles and items of every kind and description, goods, wares and merchandise of every kind and description, and real and personal property of every kind and description incidental thereto, resulting therefrom or in connection therewith, and to do any and all acts and things usual, necessary, convenient, incidental, profitable, appurtenant, advantageous or lawful with reference to, resulting from, or in connection with any of the foregoing directly or indirectly.

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.



SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 3rd day of October, A. D. 1946

| NAME.   | RESIDENCE.<br>(No. Street, City or Town)    |
|---|---|
| <u>Irving Winograd</u><br><u>Marshall B. Marcus</u> | <u>1007 Turtles Head Pkwy RD</u><br>" " " " |
| <u>Max Winograd</u>                                 | <u>1007 Turtles Head Pkwy RD</u>            |

STATE OF RHODE ISLAND, } In the City } of  
COUNTY OF Providence } Town }  
in said county this 3rd day of October, A. D. 19 46  
then personally appeared before me

Irving Winograd, Marshall B. Marcus and Max Winograd

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.

Henry P. G. Marsello  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

International Wire & Cable

Corporation

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

OCT 3 1946

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 12691

Providence, October 3, 1946.

I Hereby Certify That International Wire & Cable Corporation

has paid into the State Treasury a fee of  
Three hundred two & 50/100----- Dollars for incorporation  
in accordance with the provisions of Chapter 116, General Laws of 1938.

\$302.50

*Thomas H. Hurd*

General Treasurer.

Fifth. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be One Million Twenty-Five Thousand (\$1,025,000.00) Dollars as follows, viz: Common stock in the amount of Twenty-Five Thousand (\$25,000.00) Dollars to be divided into Twenty-Five Thousand (25,000) shares of the par value of One (\$1.00) Dollar each; and Preferred Stock in the amount of One Million (\$1,000,000.00) Dollars, to be divided into Ten Thousand (10,000) shares, of the par value of One Hundred (\$100.00) Dollars each.

Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:--

1. Out of the surplus or net profits of the corporation applicable to dividends the holders of the preferred stock shall be entitled to receive in each year when and as declared by the Board of Directors, non-cumulative dividends at the rate of 5% per annum upon the par value thereof and no more, which dividends shall be set aside and be paid before any dividend shall be declared or paid upon or set apart for or any other distribution shall be ordered or made in respect to the common stock.
2. In case of liquidation, dissolution or winding up of the corporation (voluntary or involuntary) for whatever cause or reason, the stockholders of preferred stock shall first receive One Hundred (\$100.00) Dollars per share for each share of preferred stock held by them plus an amount equal to all dividends declared but unpaid, (and in the event of a deficiency to pay such sum, the assets and funds shall be divided and paid to all holders of preferred stock equally according to the number of shares held by them). The remaining assets and funds shall be divided and paid to holders of common stock equally according to the number of shares of common stock held by them.
3. The corporation may, at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding preferred stock on any dividend payment date after the issuance thereof by paying \$102.00 for each share thereof together with a sum equivalent to all declared but unpaid dividends thereon, upon 30 days notice by registered mail to all holders of record thereof at the address of such holder of stock as it appears on the books of the corporation. If less than all of the shares of preferred stock are to be redeemed, the shares to be redeemed shall be selected by lot in such manner as the Board of Directors shall determine. The holders of shares of preferred stock called for redemption shall not, from and after the date fixed for the redemption of said stock, possess or exercise any rights as stockholders of the corporation except the right to receive from the corporation the redemption price of such share without interest upon the surrender thereof.
4. The holders of common stock shall have the exclusive voting power in respect to any and all matters. Holders of preferred stock shall have no voting power whatsoever.

SEVENTH: PRE-EMPTION RIGHT OF CORPORATION

The corporation shall have the right in case of sale of common stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The Board of Directors shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party but not for a price lower than that at which such stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation.