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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2007 NOV 23 AM 11:49

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 Lowney Family Management Corp.

(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 100,000 (without par value)

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:

Shares of stock of the corporation may be subjected to restrictions on the transfer thereof under

duly adopted bylaw provisions and/or under any agreement to which the corporation shall be a party.

3. The address of the initial registered office of the corporation is 150 North Court
(Street Address, not P.O. Box)

Tiverton, RI 02878 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is Kristine M. Lowney
(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.

FILED

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By KMC
042885

Attachment VI

Lowney Family Management Corp.

Articles of Organization - Additional Provisions

The following additional provisions are hereby established for the management, conduct and regulation of the business and affairs of this corporation, and for creating, limiting, defining and regulating the powers of this corporation and of its directors and stockholders:

- (a) The board of directors is authorized and empowered from time to time, in its discretion, to make, amend or repeal the by-laws, in part or in whole, except with respect to any provision thereof which by law or by the by-laws requires action by the stockholders.
- (b) The board of directors shall have full power and authority to determine the terms and manner of issue, including, but not limited to, the consideration thereof, and to issue or cause the issue of all shares of capital stock of the corporation now or from time to time hereafter authorized.
- (c) Meetings of stockholders may be held outside the State of Rhode Island at such location within the United States as the board of directors may determine. The books of this corporation may be kept (subject to any provision contained in the statutes) at such place or places within the State of Rhode Island as may be designated from time to time by the board of directors or in the by-laws of this corporation. election of directors need not be by ballot unless so requested by any stockholder entitled to vote thereon.
- (d) Each person who shall be, or shall have been, a director or officer of the corporation or who shall serve, or have served, at its request as a director or officer of another corporation, or as a trustee or officer of an association or trust, in which the corporation owned stock or shares, or of which the corporation is a creditor, shall be indemnified by the corporation against all liabilities and expenses at any time imposed upon or reasonably incurred by him in connection with, arising out of or resulting from, any action, suit or proceeding, civil or criminal, in which he may be involved or with which he may be threatened by reason of his then serving or theretofore having served as director trustee or whether or not he shall be serving as such director, trustee or officer at the time any or all of such liabilities or expenses shall be imposed upon or incurred by him. The matters covered by the foregoing indemnity shall include any

amounts paid by any such person in compromise or settlement if such compromise or settlement shall be approved as in the best interest of the corporation by resolution of disinterested stockholders holding a majority of the shares of stock entitled to vote, present or represent at a meeting called for the purpose; but such matters shall not include liabilities or expenses imposed or incurred in connection with any matters as to which such person shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in reasonable belief that his action was in the best interest of the corporation. Such indemnification may include payment by the corporation of expenses incurred in defending any such action, suit or proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to repay such [payment if he shall be adjudicated to be not entitled to indemnification under this Article.

Each person who shall be or become a director, trustee or officer as aforesaid shall be deemed to have accepted and to have continued to serve in such office in reliance upon the indemnity herein provided. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect. These indemnity provision shall not be exclusive of any other right which any director, trustee or officer may have or hereafter acquire, whether under any by-law, vote of stockholders, agreement, judgment, decree, provision of law, or otherwise, and these indemnity provisions and all other such rights shall be cumulative.

The board of directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or other agent of another corporation of which the corporation is or was a stockholder or creditor, against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

- (e) No contract or other transaction between the corporation and any other person, firm or corporation shall, in the absence of fraud, in any way be affected or invalidated, nor shall any director be subject to surcharge with respect to any such contract or transaction, by the fact that such director, or any firm of which any director is a member, or any corporation of which any director is a stockholder, officer or director, is a party to, or may be pecuniarily or otherwise

interested in, such contract or transaction, provided that the fact that such persons, firm or corporation is so interested is not known to the board of directors prior to, or is not disclosed to the board of directors at the meeting at which, or prior to directors executing their written consents by which action to authorize, ratify or approve such contract or transaction shall be taken. Any director of the corporation may vote upon or give his written consent to any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that his is also a director or officer of such subsidiary or affiliated corporation.

- (f) Each director or officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by and of its officers employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors or officers of the corporation or upon other records of the corporation.
- (g) In furtherance, and not in limitation, of the purposes enumerated in Article 2 hereof, the corporation shall have all the powers conferred by State of Rhode Island General Laws, provided that no such power shall be exercised in a manner inconsistent with Chapter 7-1.2 of the General Laws of Rhode Island or any other applicable provision of the Rhode Island General Laws.
- (h) Except as may be otherwise provided herein, this corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of organization in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.



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

