

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, John R. McCarthy, Paul A. Tucker and Madeline W. White

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 Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of Nationwide Tractor Trailer Driving School Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of to give instruction and training in the art of driving and maintaining trucks, tractors, tractor trailers and heavy equipment of all descriptions and in connection therewith to own and operate machine shops, training courses, laboratories, and any and all necessary adjuncts.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 with 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)



SEVENTH The capital stock of the corporation 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.

EIGHTH When the Board of Directors determine to issue such capital stock, however, such issue shall first be offered pro-rata to the then existing stockholders of record in relation to their then present holdings, before offering said stock on the open market.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 22nd day of May, A. D. 19 69

NAME

RESIDENCE  
(No. Street, City or Town)

John R. McCarthy 1269 Mendon Rd Cumberland, R.I.  
Paul A. Tucker 144-A Bowen St. Providence, R.I.  
Madeline W. White 567 Beverage Hill Ave., Pawtucket, R.I.

STATE OF RHODE ISLAND, }

In the City

of

Pawtucket

COUNTY OF Providence }

Town

in said county this 22nd

day of

May

, A. D. 19 69

then personally appeared before me John R. McCarthy, Paul A. Tucker and Madeline W. White

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.

James J. Cardano  
Notary Public



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF EDUCATION  
ROGER WILLIAMS BUILDING  
HAYES STREET, PROVIDENCE, R. I. 02908

WILLIAM P. ROBINSON, JR.  
COMMISSIONER

August 22, 1969

The Honorable August P. LaFrance  
Secretary of State  
State House  
Providence, Rhode Island

Dear Mr. LaFrance:

This is to certify that the State Board of Education at its August 21, 1969 meeting approved the enclosed application for incorporation of the Nationwide Tractor Trailer Driving School. This action was taken in accordance with Section 16-40-1 of the General Laws of Rhode Island, 1956 as amended.

Sincerely,

WILLIAM P. ROBINSON, JR.  
Commissioner of Education

WPR:rr

Telephone (401) 725-5063



# NATION-WIDE

TRACTOR TRAILER TRAINING  
AND PLACEMENT CORPORATION

556 Armistice Boulevard  
Pawtucket, Rhode Island 02861

May 22, 1969

Secretary of State  
State House  
Providence, Rhode Island

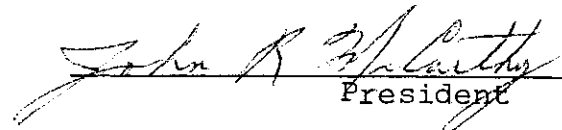
Gentlemen:

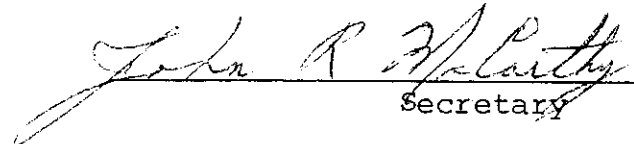
The undersigned being two of the duly elected officers of Nationwide Tractor Trailer Training & Placement Corporation do hereby certify that at a meeting of the Board of Directors of Nationwide Tractor Trailer Training & Placement Corporation, it was VOTED:

To permit the use of the name "Nationwide" for a new corporation to be known as Nationwide Tractor Trailer Driving School Inc.

Any right to the protection of said name for Nationwide Tractor Trailer Training & Placement Corporation is hereby waived as to Nationwide Tractor Trailer Driving School Inc.

Very truly yours,

  
President

  
Secretary

September 19, 1969

TO THE SECRETARY OF STATE,  
PROVIDENCE, R. I.

The following is the name and address of the treasurer

of Nationwide Tractor Trailer Driving School Inc.

a corporation incorporated under the laws of the State of Rhode Island, viz:—

William P. Lavelle  
(Name) 2746 Diamond Hill Road, Cumberland, R. I.  
(Address)

elected treasurer on the 19th day of September A. D. 1959

Filed in accordance with the provisions of § 7-2-16 of the General Laws, 1956, as amended, viz:—  
FILING NAME OF TREASURER.—RESIDENT AGENT.

Every corporation shall file in the office of the secretary of state the name and address of its treasurer forthwith upon the election of such treasurer, and shall appoint and have and continuously maintain in this state by written power filed in the office of the secretary of state some competent person resident in this state as its resident attorney with authority to accept service of process against such corporation in this state, and upon whom all process including the process of garnishment against such corporation in this state may be served. Such power of attorney shall state therein the business address, including street and number, if any, of the said resident attorney and thereafter if such resident attorney shall change his business address he shall forthwith, within ten (10) days subsequent to any such change file in the office of the secretary of state written notice setting forth his current business address. If such resident attorney shall die, resign, or remove from the state, such corporation shall forthwith make a new appointment as aforesaid and file such power in the office of the secretary of state. No such power of attorney shall be revoked until after some other competent person resident in this state shall have been appointed as aforesaid by power of attorney filed as aforesaid. Service of process upon such resident attorney shall be deemed sufficient service upon the corporation. Any corporation which shall neglect or fail to appoint a resident attorney and file such power of attorney, or fail to file the name and address of its treasurer, in the office of the secretary of state as above provided for a period of thirty (30) days after filing its articles of association in connection with an initial appointment or after the death, resignation, removal from the state, or revocation in connection with a subsequent appointment shall be liable to a penalty of not exceeding five hundred dollars (\$500.). A corporation which has filed the name and address of its treasurer as above provided need not file the same again upon the reelection of such treasurer.

Upon the filing of any power of attorney required by this section the fee prescribed by section 7-1-10 hereof shall be paid.\*\*\*

NATIONWIDE TRACTOR TRAILER DRIVING SCHOOL INC.

(Name of Corporation)

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(Officer making return)

Secretary

(Designation of Office)

**NO FILING FEE REQUIRED**

✓ 1067X

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

NATIONWIDE TRACTOR TRAILER

DRIVING SCHOOL INC.

SEP 19-69 SEC-OF-STATE 313 CD\*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

SEP 18 1969 19

Jmm