

Filing and License Fee: \$230.00 minimum

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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

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 Grandpa's Cleaners, Inc.

(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 500

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:

3. The address of the initial registered office of the corporation is 670 Willett Avenue

(Street Address, not P.O. Box)

East Providence

, RI

02915

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is William J. Conley, Jr., Esquire

(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.

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CORPORATIONS DIV

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Preemptive Right

No shareholder, including the executor or administrator of a deceased shareholder, shall have the right to sell, transfer (by gift or otherwise), pledge or encumber his stock in this corporation unless he shall first have offered in writing to sell such stock to the corporation (or if the corporation fails to purchase the same, then to all of the other shareholders) at the lowest price at which he is willing to sell the same, and the corporation and/or the other shareholders have either refused to purchase all of said offered stock or have neglected to exercise their option to purchase within twenty (20) days after the mailing of such notice as hereinafter set forth.

Any shareholder offering to sell his stock as aforesaid, shall state in writing the price at which he desires to sell said stock, and the corporation shall have the right to purchase said stock at the price so stated provided the corporation shall notify the selling shareholder in writing within twenty (20) days after the mailing to it of the offer to sell that it elects to exercise its option to purchase.

If the corporation shall fail to accept the offer to purchase the stock within twenty (20) days after the mailing of the notice to it, the corporation shall deliver to the selling shareholder a list of its shareholders and their mailing addresses as they appear on the corporation's records, and the selling shareholder shall send a similar notice to the shareholders as disclosed by the corporation. Each shareholder desiring to purchase shares shall notify the selling shareholder within twenty (20) days after the mailing of the notice to shareholders as to the maximum number of shares he desires to purchase. Each such shareholder shall be entitled to purchase within the limits indicated the number of shares available equal to his shareholdings.

The offering shareholder shall not be obligated to sell less than the number of shares offered, and the attempt by the corporation or the other shareholders to purchase less than the number of shares offered shall, at the election of the offering shareholder, be deemed to be a refusal to purchase the offered shares.

If either the corporation or other shareholders shall elect to purchase all of the offered shares, the closing date shall be sixty (60) days after the date of the mailing of the notice to the corporation or the mailing of the notices to the other shareholders, whichever shall be later.

If neither the corporation nor the other shareholders shall elect to purchase all of the offered shares, the offering shareholder shall be free to sell the same at any time within six (6) months of the initial offer to sell to the corporation, but for not less than the amount at which said shares were offered to the corporation, without again first offering them to the corporation and the shareholders as hereinbefore provided.

If the shares shall be sold to others as above provided, corporation and the other shareholders shall be entitled to statements under oath from seller and purchasers indicating compliance with the provisions hereof.

If offering shareholder shall intend to make a gift of said shares, the notice thereof shall be deemed to be an offer to sell.

The corporation and all of the other shareholders may waive the provisions of this paragraph at any time to permit the sale or transfer of any shares.

All notices required hereunder shall be made by certified mail or by personal delivery, and in the event of personal delivery the date of delivery shall be equivalent to the date of mailing.



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. RALPH MOLLIS

Secretary of State

