State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Frank H. Swan, Jr., Dana M. Swan, and Henry M. Swan

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.

SECOND. Said corporation shall be known by the name of

MORRISON WARP COMPANY

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of Slashing, dyeing, and otherwise processing cotton, worsted, and rayon and any synthetic yarns and doing any business connected therewith or incident thereto.

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)

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

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

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be Four Hundred (-400-) shares as follows, viz:— Four Hundred (-400-) shares of Common stock, without par value; ~~and~~

(xxxxxxxxxx) ~~shares of 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:—

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

(Further provisions not inconsistent with law)

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; provided, however, that at the first meeting of the Incorporators, the Incorporators shall be vested with all powers of the board of directors until a board of directors shall have been elected.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 30th day of April, A. D. 1959

NAME	RESIDENCE (No. Street, City or Town)
Frank H. Swan, Jr. / Frank H. Swan, Jr.	124 Adams Point Road Barrington, Rhode Island
Dana M. Swan / Dana M. Swan	233 Butler Avenue Providence, Rhode Island
Henry M. Swan / Henry M. Swan	30 Cliffdale Avenue Cranston, Rhode Island

STATE OF RHODE ISLAND, COUNTY OF PROVIDENCE } In the City } of Providence

in said county this 30th day of April, A. D. 1959

then personally appeared before me Frank H. Swan, Jr., Dana M. Swan, and Henry M. Swan

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.

Helen S. Brining Notary Public
Notary Public.

M. W. CO.

April 30, 1959

Authorization and consent is hereby given for the purpose of reorganization to the use of the name "Morrison Warp Company" by a new corporation organized by Frank H. Swan, Jr., Dana M. Swan and Henry M. Swan as a business corporation under the laws of Rhode Island, pursuant to the vote passed at a special meeting of the stockholders of this company (M. W. Co., formerly Morrison Warp Company) held April 25, 1959, an attested copy of which is hereby attached.

M. W. CO.

By Hugh A. Morrison Jr.
President

Assistant and Acting Secretary
Pro Tempore

"VOTED: That in connection with the liquidation and reorganization of Morrison Warp Company and the change of its name to M. W. Co. and the transfer of its warper and certain other textile machinery to Hugh A. Morrison, Jr., or his nominee to continue the warping business, the name 'Morrison Warp Company' be and hereby is released, assigned and transferred to Hugh A. Morrison, Jr., or his nomine, and the proper officers of the corporation are hereby authorized to execute and deliver to Mr. Morrison or his nominee all documents said officers deem necessary or proper to effectuate said release, assignment and transfer."

A true copy:

Attest:

Assistant and Acting Secretary Pro Tempore

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

MORRISON WARP COMPANY

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

April 30 1959
at 1:10 p.m.

10.

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 26179 Providence April 30, 1959

I Hereby Certify That Morrison Warp Company

has paid into the State Treasury a fee of
Twenty-five .... Dollars for Incorporation
in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawksley
General Treasurer.

MORRISON WARP COMPANY

INCORPORATED

$25.00

FILED April 30, 1959 at

1:10 p.m.