

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615  
[www.sos.ri.gov](http://www.sos.ri.gov)

2015 DEC 21 PM 12:18

# THE FORMATION OF STARS

## ARTICLES OF INCORPORATION

1. The name of the corporation is Bullard Abrasives, Inc.

(a) If only one class: Total number of shares \_\_\_\_\_

(b) If more than one class: Total number of shares of each class 150,000 common; 50,000 preferred

**See Continuation Sheet 2B attached hereto.**

- 6 Carol Drive**

(Street Address, not P.O. Box)

## Lincoln

PI 02865

(City/Town)

**(Zip Code)**

and the name of its initial registered agent at

such address is **Craig A. Pickell**

(Name of Agent)

- Form No. 100  
Revised: 12/05

**FILED**

DEC 21 2015

By 263739

A.A. 12:18 p.m.

## CONTINUATION SHEET 2B

### PREFERENCES, VOTING POWERS, QUALIFICATIONS AND SPECIAL OR RELATIVE RIGHTS AND PRIVILEGES OF THE CLASSES OF CAPITAL STOCK OF BULLARD ABRASIVES, INC.

#### 1. COMMON STOCK

Section 1.1. Voting Rights. The holders of shares of Common Stock, no par value, shall be entitled to one vote for each share so held with respect to all matters voted on by the shareholders of the corporation.

Section 1.2. Liquidation Rights. Subject to the prior and superior right of the Preferred Stock, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed. Such funds shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

Section 1.3. Dividends. Dividends may be paid on the Common Stock as and when declared by the Board of Directors; provided, however, that no cash dividends may be declared or paid on the Common Stock unless dividends shall first have been declared and paid with respect to the Preferred Stock.

#### 2. PREFERRED STOCK

Section 2.1. Series of Preferred Stock. The Preferred Stock, no par value, may from time to time be divided into and issued in series. The different series of Preferred Stock shall be established and designated, and the variations in the relative rights and preferences as between the different series shall be fixed and determined by the Board of Directors as hereinafter provided. In all other respects, all shares of Preferred Stock shall be identical.

Section 2.2. Designation of Series by Board of Directors. The Board of Directors is hereby expressly authorized, subject to the provisions of these articles, to establish series of Preferred Stock and to fix and determine by vote providing for the issue of such series:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares then outstanding) from time to time by the Board of Directors;

(b) The dividend rate or rates and preferences, if any, to which the shares of such series shall be entitled, the times at and limitations upon which dividends shall be paid, any limitations, restrictions or conditions on the payment of dividends, and whether dividends shall be cumulative and, if cumulative, the terms upon and dates from which such dividends shall be cumulative, which dates may differ for shares of any one series issued at different times;

(c) Whether or not the shares of such series shall be redeemable, and, if redeemable, the redemption prices which the shares of such series shall be entitled to receive and the terms and manner of redemption;

(d) The preferences, if any, and the amounts which the shares of such series shall be entitled to receive and all other special or relative rights of the shares of such series, upon any voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the corporation;

(e) The obligation, if any, of the corporation to maintain a purchase, retirement or sinking fund for shares of such series and the provisions with respect thereto;

(f) The terms, if any, upon which the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustments, if any;

(g) The terms and conditions of the voting rights, if any, of the holders of the shares of such series, including the conditions under which the shares of such series shall vote as a separate class; and

(h) Such other designating preferences, powers, qualifications and special or relative rights or privileges of such series to the full extent now or hereafter permitted by the laws of the Commonwealth of Massachusetts.

Section 2.3. Residual Rights. All rights accruing to the outstanding shares of capital stock of the corporation not expressly provided for to the contrary in these articles or in any subsequent designations with respect to any Preferred Stock shall be vested in the Common Stock.

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

**See Continuation Sheet 6 attached hereto.**

**7. The name and address of each incorporator is:**

Name

Address

**Craig A. Pickell**

**6 Carol Drive, Lincoln, RI 02865**

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Date: 13 May 2016, 2016

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

**Signature of each Incorporator**

## CONTINUATION SHEET 6

### A. Indemnification

The Corporation may indemnify directors, officers, employees and other agents, present or former, of the Corporation and persons who serve at its request as directors, officers, employees or agents of another organization, or who serve at its request in any capacity with respect to any employee benefit plan, to the extent and as provided in the Bylaws.

### B. Stockholders' Meetings

Meetings of stockholders of this Corporation may be held anywhere in the United States.

### C. Amendment of Bylaws

The Bylaws may provide that the Board of Directors, as well as the stockholders, may make, amend or repeal the Bylaws of this Corporation, except with respect to any provision thereof which by law, these Articles or by the Bylaws, requires action by the stockholders, but any Bylaw adopted by the Board of Directors may be amended or repealed by the stockholders.

### D. Acting as a Partner

This Corporation may be a partner or joint venture in any business enterprise which it would have power to conduct by itself.

### E. Interested Transactions

The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any Interest (as hereinafter defined). In the absence of fraud, any director, officer or stockholder of this Corporation individually, or any individual having any Interest in any Concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this Corporation, and

(1) such contract, transactions or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, stockholder or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction or act; and

(3) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

For purposes of this Article, the term "Interest" shall mean personal interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any Concern; and the term

"Concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

**F. Limitation of Liability of Directors**

No director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, that the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to this Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such director derived an improper personal benefit. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director of this Corporation under this Article for acts or omissions occurring while this Article is in effect.



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea  
*Secretary of State*

