

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Ernest E. Lefebvre, Normand A. Lefebvre and Alice C. Lefebvre

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 ~~Articles 11 to 16 of the General Laws of Rhode Island~~ ^{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

PAWTUCKET VALLEY OIL CO.

THIRD. Said corporation is formed (as permitted by ~~§41 of said Chapter 16~~ ^{7-2-3 of the General Laws})

for the purpose of engaging in the purchase and sale, at wholesale and retail and the shipment and transportation of fuel oils of every kind and description, and to install and repair furnaces, boilers and oil burners and heating systems of all types and the construction, purchase, leasing and operation of dockyards, warehouses and offices, such business to be carried on in this state and elsewhere; the purchase and sale, at wholesale and retail of household appliances, including ranges, washers, refrigerators and freezers, including the installation and servicing thereof; to engage in general building and construction work of all kinds and buying, selling, developing and otherwise dealing in real estate and to transact any and all business which may lawfully be carried out in the foregoing powers.

In addition, to the foregoing, said corporation shall have the following powers and authority, viz:—(See ~~§45, Chapter 16 of the General Laws~~ ^{7-2-16 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 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 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;
- (j) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any real or personal property, which its purposes shall require;
- (k) to conduct business and have offices in this state and elsewhere: *Provided, however*, that nothing in paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

✓ 6411 X
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

PAWTUCKET VALLEY OIL CO.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN - 9 1960 19

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

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be one hundred fifty thousand (\$150,000.00) dollars as follows, viz:
Common stock in the amount of said (\$150,000.00)
dollars to be divided into fifteen hundred (1500) shares of
the par value of one hundred (\$100.00) dollars each; and
~~Preferred stock in the amount of~~ () shares of
~~dollars to be divided into~~ () shares of
~~the par value of~~ () dollars each
(If preferred stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
() shares
as follows, viz:--
Common stock without par value, said
() 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:--

be perpetual.

(Further provisions not inconsistent with law)

SEVENTH. Any holder of stock in said corporation desiring to dispose of same or any part thereof shall give written notice to the corporation, stating the number of shares he desires to sell and the lowest price at which he is willing to sell same and the corporation or its nominee shall have an option to purchase same. In the event the corporation or its nominee shall fail within 60 days of notice to exercise its option, the holder of such stock may within 3 months of such notice sell and transfer same at a price not lower than the price listed in the notice given the corporation.

EIGHTH.....

NINTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residences this 20th day of April, A. D. 19 60.

NAME.	RESIDENCE. (No. Street, City or Town)
<u>Ernest E. Lefebvre</u>	<u>62 Curson Street West Warwick, R.I.</u>
<u>Normand A. Lefebvre</u>	<u>42 " "</u>
<u>Alice C. Lefebvre</u>	<u>62 " "</u>

STATE OF RHODE ISLAND, } In the City } of West Warwick
COUNTY OF KENT } Town }
in said county this 20th day of April, A. D. 19 60.
then personally appeared before me Ernest E. Lefebvre, Normand A. Lefebvre
and Alice C. Lefebvre

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.

Adrian W. Hubert



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 27959

Providence

June 9, 1960

I Hereby Certify

That Pawtucket Valley Oil Co.

has paid into the State Treasury a fee of

Sixty

Dollars for

Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond W. [Signature]

General Treasurer.

PAWTUCKET VALLEY OIL CO.

Incorporation

\$60.00

FILED JUN - 9 1960 19