

Filing Fee \$30.00

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

Jarvis Manufacturing Corp.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Jarvis Manufacturing Corp.

SECOND: The ~~shareholders~~ <sup>Directors</sup> of the corporation on February 4, 1981, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Article No. FOURTH is amended in its entirety to read as set forth in Exhibit A hereto.

Article No. 4th. The total amount of authorized capital stock of said corporation shall be as follows:

(1) 3,750 shares of common stock without par value.

(2) 250 shares of preferred stock with par value of \$100 per share.

The respective powers, preferences, voting and other rights, qualifications, limitations and restrictions of or applicable to the shares of common stock or preferred stock are as follows:

(a) Voting Rights.

The holders of the preferred stock shall have no voting rights, except as otherwise provided by law, such rights being vested solely in the holders of the common stock.

(b) Dividends.

The holders of preferred stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available for the purpose, dividends in cash at the rate of \$6.00 per share per annum, and no more, payable quarterly on or before the 30th day of March, June, September and December. The preferred dividends shall be preferential and cumulative, so that so long as any shares of preferred stock shall be outstanding, the corporation will not declare or pay, or set apart for payment, any dividend (other than dividends payable in shares of common stock of the corporation) or make any distribution on any shares of common stock of the corporation, and will not redeem, purchase or otherwise acquire, directly or indirectly, whether voluntarily,

for a sinking fund, or otherwise, any shares of any common stock of the corporation if at the time of making such declaration, payment, setting apart, distribution, redemption, purchase or acquisition, full cumulative preferred dividends upon all outstanding shares of preferred stock shall not have been paid or declared and set apart for payment for all past quarterly dividend periods. A "dividend period" is the period between any two consecutive payment dates for payment of dividends on the preferred stock. For any partial dividend period from the date of issue of preferred stock to the next dividend payment date or from a dividend payment date to a date of redemption of preferred stock, dividends shall accrue at the above rate. Accruals of preferred dividends shall not bear interest. If all preferred dividends for the current and all prior dividend periods shall have been paid or declared and set apart for payment, then the holders of common stock of the corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends in such form, in such amount, amounts or value and at such time or times as the Board of Directors shall determine.

(c) Liquidation Rights.

In the case of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled to receive, before any payment or distribution of the assets of the corporation shall be made to or set apart for the holders of common stock of the corporation,

an amount equal to \$100.00 per share, plus an amount equal to all preferred dividends accrued thereon to the date of final distribution to such holders of preferred stock, but they shall be entitled to no further payment. Provided the requirements of the preceding sentence have been satisfied, the holders of shares of common stock shall be entitled to receive all remaining assets distributed to stockholders pursuant to any such voluntary or involuntary liquidation, dissolution or winding up of the corporation. For the purposes of this paragraph, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property or assets of the corporation or a consolidation or merger of the corporation with one or more corporations shall be deemed to be a liquidation, dissolution or winding up of the corporation.

(d) Shareholders' Pre-emptive Rights.

No holder of the preferred stock shall, as such holder, have any pre-emptive right in or pre-emptive right to subscribe to any shares of any class of stock or other securities which may at any time be issued by the corporation.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was Not Applicable; and the number of shares entitled to vote thereon was Not Applicable. The Amendment was adopted by unanimous written consent of the Directors of the Corporation.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was Not Applicable; and the number of shares voted against such amendment was Not Applicable.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated February 4, 1981

JARVIS MANUFACTURING CORP.

By [Signature]

Its President

and Hans Peter Olsen

Its ASST. Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

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At Providence in said county on this 4th day of February, 1951, personally appeared before me Lawrence F. Jarvis, who, being by me first duly sworn, declared that he is the President of Jarvis Manufacturing Corp.

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Richard G. Small  
Notary Public

(NOTARIAL SEAL)

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*for*