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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

**FILED**

**BUSINESS CORPORATION**

JUN 21 2005

**ARTICLES OF INCORPORATION**

By Kancc64377 (To Be Filed In Duplicate Original)

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STATE OF RHODE ISLAND  
CORPORATIONS DIVISION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is CRAN INDUSTRIES, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

wholesale and distributing of baked goods and any and all lawful business related thereto

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 1000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

all of such shares are to be without par value

or

(b) If more than one class: Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See Exhibit "A" attached hereto

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit "B" attached hereto

7. The address of the initial registered office of the corporation is 615 Jefferson Boulevard

(Street Address, not P.O. Box)

Warwick, RI 02886 and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Kenneth J. Rampino, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is None and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Barbara DeSantis Beer	2845 Post Rd., Suite 307, Wrwk., RI 02886
Vice President	Stephen P. Stafford	2845 Post Rd., Suite 307, Wrwk., RI 02886
Treasurer	Barbara DeSantis Beer	2845 Post Rd., Suite 307, Wrwk., RI 02886
Secretary	Stephen P. Stafford	2845 Post Rd., Suite 307, Wrwk., RI 02886

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Barbara DeSantis Beer	2845 Post Rd., Suite 307, Wrwk., RI 02886
Stephen P. Stafford	2845 Post Rd., Suite 307, Wrwk., RI 02886

10. Date when corporate existence is to begin immediately upon filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: June 14, 2005



Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF KENT

In Warwick, on this 14th day of June, 2005, personally appeared before me Barbara DeSantis Beer and Stephen P. Stafford

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.

Notary Public

My Commission Expires: \_\_\_\_\_

**KENNETH J. RAMPINO**  
Notary Public  
My Commission Expires  
July 22, 2005

## **EXHIBIT "A"**

1) A shareholder(s) shall not dispose of all or any part of his/her stock of the corporation, now owned or hereafter acquired by him/her, without the written consent of the other shareholder(s) or in the absence of such written consent, without first giving to the other shareholder(s) and the corporation at least thirty (30) days written notice by certified mail of his/her or its intention to encumber or dispose of the stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the (30) day period, a special meeting of the shareholder(s) shall be called by the corporation. At such meeting all the stock of the shareholders desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or her stock, and such purchase price shall be payable in cash or by certified bank check within sixty (60) days of the exercise of the option.

2) If all of the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifth, then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, which option shall be exercised, if at all, at the time of the meeting of the shareholder(s) called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

## **EXHIBIT "B"**

- (a) There shall be no Board of Directors of this corporation. Any and all of the powers normally vested in the Board of Directors shall be vested in the Shareholders.
- (b) The Shareholders of this corporation may act without a meeting, in accordance with the provisions of Section 7-1.1-30.3 of the Rhode Island Business Corporation.