

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Joseph Marzilli of West Warwick,  
and Joseph Gemma of Providence, Rhode Island, and William G. Grande of  
Providence, Rhode Island  
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 Article II of Chapter 116 of the General  
Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of THE OLD  
CANTEEN, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)  
for the purpose of to own, conduct, operate, maintain and carry on the  
business of tavern and restaurant, and to sell and dispense foods, beverages  
and liquids of all kinds and to do any and all things necessary and pertinent  
to said business.

In addition to the foregoing, said corporation shall have the following powers and  
authority, viz:—(See § 5, Chapter 116 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 com-  
mittee 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  
paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings  
bank or trust company.

(OVER)

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

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

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be  
..... One Hundred ..... ( 100 ..... ) shares  
as follows, viz:— One Hundred ..... ( 100 ..... ) shares of  
Common stock, without par value; and  
..... ( ..... ) 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 termi-  
nate .....

(Further provisions not inconsistent with law)

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE OLD CANTEEN, Inc.

FILED IN THE OFFICE OF THE

SECRETARY OF STATE.

APR 26 1956