

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Douglas W. Franchot and
Richard W. Billings, both of Providence, Rhode Island, and
John R. Allen, of Barrington, 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 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
AUGUST W. MENDE, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)

~~for the purpose of~~ for the following purposes: to carry on and conduct a woodworking business including cabinet making, pattern making, and building, constructing, manufacturing, repairing and altering furniture, fixtures or equipment; to carry on and conduct a general contracting and construction business including the design, construction, enlargement, alteration, repair, removal or other work upon or in connection with the exterior or interior of buildings, fixtures, or other structures; and to conduct such other businesses and wood working operations as may be necessarily or conveniently carried on in connection with any of the foregoing purposes.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 ~~said~~ corporation shall have power:

- (a) to have perpetual succession in its corporate name, ~~and to sue and be sued in its corporate name~~
- (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 with 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; said not
- (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that ~~the~~ 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, ~~to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of~~ 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 this section contained shall authorize any 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 (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into () shares, of
the par value of (\$) dollars each.
(Or if capital stock is without par value)~~

Fifth. The TOTAL number of shares of capital stock authorized, without par value, shall be
six hundred (600) shares
as follows, viz:— six hundred (600) 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 class—~~

Such stock may be issued by the corporation from time
to time for such consideration, consisting of cash services,
personal property (tangible or intangible) or real estate,
as may be fixed from time to time by the Board of Directors.

SIXTH. ~~(If not perpetual)~~ The period of duration of said corporation shall ~~terminate~~
~~not~~ be perpetual.

(Further provisions not inconsistent with law)

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 2nd day of December, A.D. 1958

NAME

RESIDENCE
(No. Street, City or Town)

Douglas W. Franchot 102 Prospect Street

Providence, R. I.

William W. Ballings 11 N. Main Street

Providence, R. I.

John R. Allen 89 Governor Bradford Dr.

Barrington, R. I.

STATE OF RHODE ISLAND

City
In the of Providence

COUNTY OF

In said county this 2nd day of December, A.D. 1958

then personally appeared before me Douglas W. Franchot, Richard W.

Ballings and John R. Allen

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.

Charles D. B. [Signature]
Notary Public

SEVENTH. That unless the provisions of this article shall be waived as hereinafter provided, no holder of any of the common capital stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his stock if said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the treasurer of the corporation, or in case the stockholder making such offer be the treasurer, then to the president. A special meeting of the Board of Directors of the corporation shall thereupon be called in accordance with the provisions of the By-Laws, to be held within thirty (30) days after receipt of said offer, for the purpose of taking action with respect to the same. The corporation through its Board of Directors shall have fifteen (15) days after the time fixed for the holding of said special meeting to accept or reject said offer, and until action thereon shall be taken or until the expiration of said fifteen (15) days, or until the expiration of thirty (30) days after receipt of said offer if said special meeting of the Board of Directors shall not have been called, whichever event shall first occur, no transfer of any of his common capital stock shall be made by the stockholder submitting the offer, but if the Board of Directors shall reject said offer or if no action shall be taken by it prior to the expiration of said fifteen (15) days, or if said special meeting of the Board of Directors shall not have been called within thirty (30) days after receipt of said offer, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months thereafter but not otherwise or thereafter without again complying with the provisions of this Article. All transfers, except transfers upon the death of a stockholder from his estate to his next-of-kin or to the legatee or legatees named in his will and transfers by way of gift from a stockholder, are intended to be included in the prohibition of this Article, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its Board of Directors adopted at a meeting of such Board duly held for that purpose may waive the provisions of this Article with reference to any particular transfer, and in such connection the holder or holders of record of stock with reference to which said provisions are waived shall not be disqualified from voting upon such resolution.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ALBERT W. MENDE, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 31 1958

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AL.

AUGUST W. MENDE, INC.

Incorporation

\$25.00

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