

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we STANLEY P. GINALSKI, ANNA GINALSKI, SOPHIE FERGUSON, and BERNADETTE TERHUNE,

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 STANLEY'S BOAT YARD, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in the business of conducting a boat yard to haul, store, repair, construct, remodel, alter and repair all types of watercraft of every description, and their fittings, furnishings, and appurtenances, together with all materials, articles, tools, implements, machinery, and appliances pertaining to, or suitable and convenient for the construction or equipment thereof; to buy, sell, lease, or otherwise deal in and with, and to dispose of all type of watercraft and marine supplies and equipment, and to carry on any trade or business incidental thereto or connected therewith to include the renting of mooring points.

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 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 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;
- (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 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 Barrington, 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)

The TOTAL number of shares of capital stock authorized, without par value, shall be
THREE HUNDRED..... (300) shares
as follows, viz:— THREE HUNDRED..... (300) 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)

SEVENTH

EIGHTH

NINTH

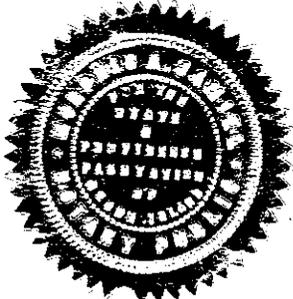
In Testimony Whereof, We have hereunto set our hands and stated our residences this 6th day of February, A. D. 19 59

NAME	RESIDENCE (No. Street, City or Town)
Stanley P. Ginalske	17 Barton Ave Barrington R.I.
Anna Ginalske	17 Barton Ave Barrington R.I.
Sophie Ferguson	31 Bradford St. W. Barrington, R.I.
Bernadette Terhune	41 Houghton St. W. Barrington, R.I.

STATE OF RHODE ISLAND, }
 COUNTY OF Bristol } In the City of Warren
 in said county this 6th day of February, A. D. 19 59
 then personally appeared before me STANLEY P. GINALSKI, ANNA GINALSKI,
 SOPHIE FERGUSON, and BERNADETTE TERHUNE,

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.

Sophie A. Daniel
Notary Public.



(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF
STANLEY'S BOAT YARD, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB - 6 1959

19

[Fee for Filing, \$5.00]

State of Rhode Island and Providence Plantations

Know all Men by these Presents,

That the Stanley's Boat Yard, Inc., a corporation created by and duly organized under the laws of the State of Rhode Island, hereby constitutes and appoints William J. Ferguson of the Town of Barrington in the State of Rhode Island, to be its true and lawful attorney, with authority, for and in behalf of said corporation, to accept and acknowledge service of all process, including the process of garnishment, against said corporation in said State in any action, suit, or other proceeding which may be brought against said corporation in any court in said State and upon whom all such process, including the process of garnishment, against said corporation in said State may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, may for and in behalf of said corporation make the affidavit required by law in such cases; and said corporation does hereby admit and agree that any such acceptance or acknowledgment of service of process by said attorney, and any such service of process upon said attorney, shall be deemed sufficient. This appointment is to continue in force for the period of time and upon the terms and conditions provided in §7-2-16 of the General Laws of Rhode Island, as amended.

IN TESTIMONY WHEREOF, the corporation aforesaid has caused its name to be hereto subscribed and its corporate seal to be affixed by its Secretary for that purpose duly authorized this 18th day of June 1968.

Anna Ginalski [CORPORATE SEAL]
Secretary
(Designation of Officer)

State of Rhode Island,
County of Bristol,

In the Town of Barrington on this 18th day of June 1968, before me personally appeared the above named Anna Ginalski who is known to be the Secretary

(Designation of Officer) of the corporation above named, and described in and who executed the foregoing instrument, who being by me duly sworn, did depose and say that he is Secretary of the

(Designation of Officer) Stanley's Boat Yard, Inc. above named, and that she (Name of Corporation) knows the corporate seal thereof; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and was affixed thereto by order of the Board of Directors of said corporation, and that she has subscribed the name of said corporation thereto by the like order, as Secretary of said corporation. (Designation of Officer)

Subscribed and sworn to before me this 18th day of June 1968.
(NOTARIAL SEAL) Louis A. Guida NOTARY PUBLIC.

STATE OF RHODE ISLAND,
PROVIDENCE, SC. }

I, William J. Ferguson of the Town of Barrington in said State, do hereby consent to and accept the foregoing appointments as resident attorney for the purposes aforesaid this 18th day of June 1968.

William J. Ferguson
(Signature of Appointee)
31 Bradford Street - Barrington
(Business Address)

STATE OF RHODE ISLAND,
PROVIDENCE, SC. }

In the Town of Barrington this 18th day of June 1968, personally appeared before me the above named William J. Ferguson who is known to me to be the person described in and who executed the foregoing consent and acceptance and acknowledged that he executed the same for the purposes therein mentioned.

Before me,
(NOTARIAL SEAL) Louis A. Guida NOTARY PUBLIC.

POWER OF ATTORNEY

FROM

.....
(A Rhode Island Corporation)

APPOINTING

.....
(Attorney)

.....
(Business Address)

ITS

Attorney for Service of Process

STATE OF RHODE ISLAND, &c.
OFFICE OF THE SECRETARY OF STATE

Filed.....19
JUN 26 1968

JUN 26 6 51 AM '68

[Fee for Filing, \$2.00]

State of Rhode Island and Providence Plantations

Know all Men by these Presents,

That the STANLEY'S BOAT YARD, INC., a corporation created by and duly organized under the laws of the State of Rhode Island, hereby constitutes and appoints Stanley P. Ginalski of the Town of Barrington, in the State of Rhode Island, to be its true and lawful attorney, with authority, for and in behalf of said corporation, to accept and acknowledge service of all process, including the process of garnishment, against said corporation in said State in any action, suit, or other proceeding which may be brought against said corporation in any court in said State and upon whom all such process, including the process of garnishment, against said corporation in said State may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, may for and in behalf of said corporation make the affidavit required by law in such cases; and said corporation does hereby admit and agree that any such acceptance or acknowledgment of service of process by said attorney, and any such service of process upon said attorney, shall be deemed sufficient. This appointment is to continue in force for the period of time and upon the terms and conditions provided in §7-2-16 of the General Laws of Rhode Island.

IN TESTIMONY WHEREOF, the corporation aforesaid has caused its name to be hereto subscribed and its corporate seal to be affixed by its Secretary for that purpose duly authorized this 6th day of February 1959.

Anna Ginalski
[CORPORATE SEAL]
Secretary
(Designation of Officer)

State of Rhode Island,
County of Bristol,

In the Town of Warren on this 6th day of February 1959, before me personally appeared the above named ANNA GINALSKI who is known to be the Secretary

(Designation of Officer) of the corporation above named, and described in and who executed the foregoing instrument, who being by me duly sworn, did depose and say that he is Secretary of the

(Designation of Officer) STANLEY'S BOAT YARD, INC. above named, and that he knows the corporate seal thereof; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and was affixed thereto by order of the Board of Directors of said corporation, and that he has subscribed the name of said corporation thereto by the like order, as Secretary of said corporation.

(Designation of Officer) Subscribed and sworn to before me this 6th day of February 1959.

(NOTARIAL SEAL) Morris James NOTARY PUBLIC.

Bristol STATE OF RHODE ISLAND, ~~PROVIDENCE~~, SC. }
I, Stanley P. Ginalski of the Town of Barrington in said State, do hereby consent to and accept the foregoing appointment as resident attorney for the purposes aforesaid this 6th day of February 1959.

Stanley P. Ginalski
(Signature of Appointee)
25 Barton Avenue
(Business Address)
Barrington, R.I.

Bristol STATE OF RHODE ISLAND, ~~PROVIDENCE~~, SC. }
In the Town of Warren this 6th day of February 1959, personally appeared before me the above named STANLEY P. GINALSKI who is known to me to be the person described in and who executed the foregoing consent and acceptance and acknowledged that he executed the same for the purposes therein mentioned.

Before me, Morris James NOTARY PUBLIC.
(NOTARIAL SEAL)

POWER OF ATTORNEY

FROM

STANLEY'S BOAT YARD, INC.

.....
(A Rhode Island Corporation)

APPOINTING

STANLEY P. GINALSKI

.....
(Attorney)

25 Barton Avenue

.....
(Business Address)

**Barrington, R.I.
ITS**

Attorney for Service of Process

.....
**STATE OF RHODE ISLAND, &c.
OFFICE OF THE SECRETARY OF STATE**

Filed MAR 13 1959.....
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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

N^o 25753 Providence..... Feb. 6, 1959.....

I Hereby Certify That..... Stanley's Boat Yard, Inc.

has paid into the State Treasury a fee of..... Twenty-five Dollars.....

..... Twenty-five..... Dollars for..... Incorporation.....

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

Raymond H. Lawley
General Treasurer

STANLEY'S BOAT YARD, INC.

Incorporation

\$25.00

FILED FEB - 6 1959 19