

State of Rhode Island and Providence Plantations

June 29, 1948.

WE, the undersigned officers of

TRI-BRO TOOL CO., INC.

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the day of June, A. D. 1948,
the following amendment(s) to the Articles of Association (or Charter) was (or were) duly
adopted by an affirmative vote of the following proportion of the stockholders of said
corporation, viz:—

One Hundred (100%) Per Cent

which said vote amends or adds the following Article (or Articles) to read as follows, viz:—

"Article No. 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.

RESTRICTION UPON TRANSFER OF STOCK. Whenever any stockholder desires to sell his stock in the corporation, the corporation shall have the first right to purchase the same, and if said offer is refused by the corporation, then the remaining stockholders shall have the right to purchase the same in the proportions of their holdings in the corporation at the time of said offer, excluding the stock being offered for sale, AND excluding authorized but unissued stock, in computing said proportionate holdings. If any of the remaining stockholders does not desire to purchase such stock being offered for sale, then his shares shall also be excluded in computing the proportionate holdings of those remaining stockholders desiring to purchase such stock being offered for sale.

~~EXPLANATION~~

AND the price to be paid for such seller's stock shall be the value of the same as shown by the books of the corporation at the time of the proposed sale by an audit made by an independent public accountant, agreed upon by all the other stockholders interested in buying said stock, or, if unanimous agreement cannot be reached, appointed by a board of arbitration, to which each of the other stockholders interested in buying said stock appoints one person and an additional person is to be appointed by those so appointed. The selection of this additional member, by those appointed as aforesaid, shall be binding on all interested stockholders (i.e., the seller and the buyers)

Such retiring or selling stockholder shall give notice to the corporation and to the other stockholders by a statement in writing of his intention to sell, signed by such stockholder and sent by registered mail to the secretary of the corporation and to the remaining stockholders, and the corporation shall have thirty days from the receipt of said notice within which to accept said offer, and if the corporation shall not accept said offer within said thirty days, then the remaining stockholders shall have ninety days from the

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receipt of said notice to accept said offer, PROVIDED THAT any remaining stockholders desiring to accept said offer shall give written notice to the secretary of the corporation and to such retiring or selling stockholder, sent by registered mail within seventy-five days after the receipt of said retiring or selling stockholder's notice, indicating their intention to purchase such stock.

In any of the foregoing cases, if such offer shall be made and not accepted by the corporation or any of the stockholders, then such selling stockholder is at liberty to sell such stock to third persons.

CORPORATION'S AND STOCKHOLDERS' RIGHT TO PURCHASE ON DEATH OF ANOTHER STOCKHOLDER. In the event of the death of any person holding the stock of this corporation, the corporation shall have the option, within thirty days after such decease, or within thirty days after the appointment and qualification of an executor or administrator of such decedent, to purchase any or all of the stock of such decedent at a price to be determined by the same method hereinabove provided, and a tender of the amount of such purchase price to the heirs or legal representatives of such decedent shall thereupon transfer ownership of such decedent's stock to the corporation.

If the corporation shall not exercise said option above-stated, then the remaining stockholders interested in buying said stock shall

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have a similar option, within ninety days after such decease, or within ninety days after the appointment and qualification of an executor or administrator of such decedent, the price to be determined by the same method hereinabove provided, and a tender of the amount of such purchase price to the heirs or legal representatives of such decedent shall thereupon transfer ownership of such decedent's stock to those remaining stockholders being permitted to purchase such decedent's stock in the proportions of their holdings in the corporation at the time of the death of the decedent stockholder, excluding the stock of such decedent, AND excluding authorized but unissued stock in computing said proportionate holdings, AND excluding the stock of any remaining stockholder not desiring to purchase such decedent's stock, in computing said proportionate holdings, PROVIDED THAT any remaining stockholders desiring to purchase such decedent's stock shall give written notice to the secretary of the corporation within seventy-five days after the death of such decedent stockholder, or, if an executor or administrator is appointed for such decedent, such written notice shall be given to the secretary of the corporation AND to such legal representative of said decedent within seventy-five days after the appointment and qualification of such legal representative, such written notice to be sent by registered mail, indicating their intention to purchase the decedent's stock."

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

.....*Montimer H. Walsh*.....
President (or Vice President).
.....*Thomas J. Walsh*.....
Secretary (or Assistant Secretary).

State of Rhode Island,
County of Providence }

In the.....City.....of Providence.....,
on this.....29th.....day of.....June.....
A. D. 19⁴⁸....., subscribed and sworn to before me.

.....*Geo Lewis Jacques*.....
Notary Public.

BUSINESS

ORIGINAL

RECORDED

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

TRI-BRO TOOL CO., INC.

Duly Incorporated Under the Laws of
the State of Rhode Island.

JUN 30 1948

ORIGINAL FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 30 1948

JUN 30 1948

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.

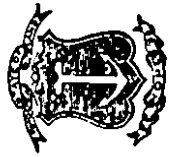
OFFICE OF THE SECRETARY OF STATE.

PROVIDENCE,.....19

I HEREBY CERTIFY the foregoing to be the duplicate Amendment(s) of the Articles
of Association (or Charter) of.....
.....
duly incorporated under the laws of the State of Rhode Island, which together with the
original was filed in this office on the.....day of
....., A. D. 19

Witness my hand and the seal of the State of Rhode
Island, this.....
day of....., in
the year.....

Secretary of State.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 14598

Providence, June 30, 1948

I hereby Certify That

Tri-Bro Tool Co., Inc.

has paid into the State Treasury a fee of

Ten-----Dollars for Increase in capital stock

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 10.00

Thomas W. Henry
General Treasurer

TRI-BRO TOOL CO., INC.

Increase

\$10.00

JUN 20 1948