

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

River Sand and Gravel Company, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is

River Sand and Gravel Company, Inc.

SECOND: The shareholders of the corporation on January 18, 1984, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Amends Article FIFTH of the Articles of Incorporation by adding to the terms thereof the following provisions:

The total amount of authorized capital stock of the Corporation, with par value, shall consist of Preferred Stock in the amount of Two Hundred Thousand Dollars (\$200,000), to be divided into Two Thousand (2,000) shares, of par value of One Hundred Dollars (\$100) each; and that holders of said Preferred Stock shall have the following voting powers, designations, preferences and relative, participating, optional or other special rights:

Designation. The designation of Preferred Stock shall be "Cumulative Non-Voting Preferred Stock."

Dividends. Holders of Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available for the payment of dividends, cumulative preferential dividends of 9% per share per annum, and no more, payable in cash, annually, on the last day of January, commencing in 1985. These dividends will, to the extent funds are legally available for payment of such dividends, be paid to the holders of Preferred Stock prior to any distribution to holders of Common Stock of the Corporation. Any accumulations of dividends on said Preferred Stock shall not bear interest.

Redemption. The Corporation, by resolution of its Board of Directors, may from time to time redeem all or any of said Preferred Stock at the per share redemption price of One Hundred Dollars (\$100); provided, however, that the Corporation's right to redeem Preferred Stock shall not be exercisable until February 1, 1985. If, at any time, less than all of the outstanding Preferred Stock shall be called for redemption, the shares to be redeemed shall be selected by lot or in such other reasonable manner as the Board of Directors shall determine. Not less than ninety (90) days prior to any date fixed for redemption of Preferred Stock, notice of such action shall be sent by first-class mail, postage prepaid, to the holders of record of said Preferred Stock selected for redemption.

Non-Voting. The Preferred Stock shall not be entitled to voting rights, except as otherwise provided by the Rhode Island Business Corporation Act.

(Continued on Attached Sheet)

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 3,700; and the number of shares entitled to vote thereon was 3,700

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 3,350; and the number of shares voted against such amendment was 350

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated January 11, 1984

River Sand and Gravel Company, Inc.
By Francis J. McHale
Its President
and George Thorne
Its Secretary

Amendments Continued

Conversion. The Preferred Stock shall not be convertible into shares of Common Stock of the Corporation.

Preferences. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after payment or provision for payment of the debts and other outstanding liabilities of the Corporation, the holders of Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to its shareholders, an amount in cash equal to One Hundred Dollars (\$100) per share, prior to any payment or liquidating distribution being made to the holders of shares of Common Stock of the Corporation.

Preemptive Rights. The holders of Preferred Stock shall not have any preemptive rights to subscribe for or to acquire unissued or treasury shares of any class of stock of the Corporation.

STATE OF RHODE ISLAND

COUNTY OF *Providence*

} Sc.

At *Pawtucket* in said county on this *18th* day of

January, 19*21*, personally appeared before me *Francis A. M. Noble*

, who, being by me first duly sworn, declared that he is the
President of *River Sand and Gravel Company, Inc.*

that he signed the foregoing document as *such officer* of the
corporation, and that the statements therein contained are true.

John J. Buttrick
Notary Public

My commission expires June 30, 1921

(NOTARIAL SEAL)