

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Benjamin P. Harris III, V.
Duncan Johnson, and John H. Blish, all of the City and County of
Providence in the State of Rhode Island, and
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, as amended.

SECOND. Said corporation shall be known by the name of
A. T. WALL REALTY COMPANY

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

(1) To carry on a general business of owning, operating and selling real estate and of constructing, operating and managing buildings thereon, and without limiting the generality of the foregoing, to acquire, buy, own, sub-divide, plat, construct, improve, repair, develop, manage, lease, mortgage, pledge, sell, exchange, or otherwise deal in real estate, interests in real estate, any and all kinds of buildings, and any and all personal and other property of any sort or description incidental thereto;

(2) To borrow money and otherwise incur indebtedness for any of the purposes of the corporation and to issue its bonds, debentures, notes or other evidences of indebtedness therefor and to secure the same by mortgage, pledge, deed of trust or other lien on its property, franchises, rights and privileges of every kind and nature or any part thereof, and to discount such notes or other obligations for its own corporate purposes;

(3) To acquire the goodwill, business, rights, property and other assets, or any part thereof, of any person, firm, corporation, joint stock company, association or trust; and to assume, undertake, guarantee and pay the obligations, debts and liabilities of such person, firm, corporation, joint stock company, association or trust; to consolidate on such terms and conditions as may be agreed upon, by purchase or lease from or sale or lease to, or by any other lawful method, with any such firm, corporation or association;

(4) To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, use, own, operate and introduce and to sell, assign or otherwise dispose of trade marks, trade names, copyrights, letters patent of the United States or any foreign country, patent rights and licenses, inventions, improvements and

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 Forty Thousand (\$ 40,000) dollars as follows, viz:
Common stock in the amount of Forty Thousand (\$ 40,000) dollars to be divided into Forty Thousand (40,000) shares of the par value of ----- One ----- (\$1.00) 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 () shares as follows, viz:— () 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:—

Said shares of stock may be issued by the board of directors 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)

SEVENTH The corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which the stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase

~~STOCK~~ within fifteen (15) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation

~~STOCK~~ the shares so sold, and if the corporation shall not elect to purchase said shares within the said fifteen (15) days, then such stockholder may, at any time within thirty (30) days after the expiration of said fifteen (15) days, sell said shares to any other party but at not less than the price at which the same were offered to the corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 19th day of April, A. D. 19⁶⁷

NAME	RESIDENCE (No. Street, City or Town)
<u>Benjamin P. Harris III</u> Benjamin P. Harris III	<u>6 Irving Avenue, Providence, R.I.</u>
<u>V. Duncan Johnson</u> V. Duncan Johnson	<u>Box 2304 Brown University, Providence, R.I.</u>
<u>John H. Blish</u> John H. Blish	<u>124 Blackstone Blvd., Providence, R.I.</u>

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE } In the City of PROVIDENCE
In said county this 19th day of April, A. D. 19⁶⁷
then personally appeared before me Benjamin P. Harris III, V. Duncan Johnson, and John H. Blish

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

424 ✓

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

A. T. WALL REALTY COMPANY

404 CB 444 APR-21-4500

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 21 1967 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No: 37421 Providence April 21, 19 67

I Hereby Certify That A. T. WALL REALTY COMPANY

has paid into the State Treasury a fee of

Eighty Dollars for Corporation

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

Raymond H. Jaworsky
General Treasurer

A. T. WALL REALTY COMPANY

Incorporated

\$80.00

FILED APR 21 1967

State of Rhode Island and Providence Plantations

Know all men by these Presents,

That the **A. T. WALL REALTY COMPANY**, a corporation created by and duly organized under the laws of the State of Rhode Island, hereby constitutes and appoints **V. Duncan Johnson** of the **City of Providence** 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 **President** for that purpose duly

authorized this **26th** day of **April** 19**67**.
F. Brooks Wall
[CORPORATE SEAL]

President
(Designation of Officer)

State of Rhode Island
County of Providence

In the **City of Providence** on this **26th** day of **April** 19**67**, before me personally appeared the above named **F. Brooks Wall** who is known to be the **President**

(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 **President** of the

A. T. Wall Realty Company 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 **President** of said corporation.

(Designation of Officer)
Subscribed and sworn to before me this **26th** day of **April** 19**67**.
(NOTARIAL SEAL)

V. Duncan Johnson
NOTARY PUBLIC.
My Commission Expires June 30, 1971

STATE OF RHODE ISLAND,
PROVIDENCE, SC.

I, **V. Duncan Johnson** of the **City of Providence** in said State, do hereby consent to and accept the foregoing appointments as resident attorney for the purposes aforesaid this **26th** day of **April** 19**67**.

V. Duncan Johnson
(Signature of Appointee)
1109 Hospital Trust Bldg., Providence, R.I.
(Business Address)

STATE OF RHODE ISLAND,
PROVIDENCE, SC.

In the **City of Providence** this **26th** day of **April** 19**67**, personally appeared before me the above named **V. Duncan Johnson** 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 *Benjamin P. Klein*
(NOTARIAL SEAL) NOTARY PUBLIC.

My Commission Expires June 30, 1971

POWER OF ATTORNEY

FROM

A. T. WALL REALTY COMPANY
(A Rhode Island Corporation)

APPOINTING

V. DUNCAN JOHNSON
(Attorney)

1109 Hospital Trust Bldg.,
(Business Address)
PROVIDENCE, R.I.

ITS

Attorney for Service of Process

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

Filed **APR 28 1967** 19

REC-116 225 CC-116-116
APR 28 67 STATE