Original

(~~xxxxxx~~ Amendment of Articles of Association or Charter of BUSINESS Corporation.)

State of Rhode Island and Providence Plantations

May 6 19 60

WE, the undersigned officers of

COOLEY, INCORPORATED

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 6th day of May, A. D. 19 60, the following amendment (~~s~~) to the Articles of Association (~~or Charter~~) was (~~were~~) duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:—

100% of the issued and outstanding capital stock.

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

"Article No. FIFTH: The total amount of authorized capital stock of said corporation with par value shall be $540,000.00 as follows; viz: Common Stock in the amount of $150,000.00 to be divided into 1,500 shares of the par value of $100 each and Preferred Stock in the amount of $390,000.00 to be divided into 390,000 shares of the par value of $1.00 each.

"Said shares of Preferred and Common Stock shall be subject to the following terms and shall have the following rights and preferences, viz:

"(a) Dividends on the Preferred Stock. Holders of record of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net earnings of the corporation at the rate of 6% per annum on the par value thereof and no more,

~~Article No.~~

payable in such installments as the Board of Directors shall determine. No dividends shall be paid in any calendar year on Common Stock of the corporation unless the dividend at the foregoing rate has been paid in the same year on the Preferred Stock, but dividends on the Preferred Stock shall not be cumulative.

"(b) Rights of Preferred Stock on liquidation and dissolution. In case of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, holders of the Preferred Stock shall be entitled after the debts of the corporation have been paid, to receive out of the remaining assets one dollar ($1.00) per share together with the amount of any dividend thereon accrued or in arrears for the year in which final distribution is made in liquidation to the holders of said Preferred Stock, whether or not earned or declared, before any payment is made to holders of the common stock, and shall be entitled to no

(OVER)

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further payment or distribution. If the assets remaining after the payment of the corporate debts are insufficient to pay the full amount provided above, such assets as remain shall be divided among the holders of the Preferred Stock in proportion to the number of shares of Preferred Stock held.

"(c) Redemption of Preferred Stock.
The corporation, at the option of the Board of Directors, may at any time and from time to time redeem the whole or any part of the outstanding Preferred Stock by paying one dollar ($1.00) for each share thereof, together with the amount of all accrued dividends thereon for the year of redemption, upon sixty days' notice by mail to the holders of record. If less than all the outstanding shares of the Preferred Stock are to be redeemed, the shares to be redeemed may be selected in such manner as the Board of Directors in its sole discretion shall determine. The holders of shares of preferred stock called for redemption shall not, from and after the date fixed for redemption, possess any rights as stockholders of the corporation except the right to receive the redemption price without interest upon the surrender of the shares called for redemption. Preferred Stock called for

~~"Article No.~~ XXXXX

redemption may at the option of the Board of Directors be reissued for cash at not less than par. No such redemption of Preferred Stock shall take place prior to the date of death of Philip R. Siener of Providence, Rhode Island.

"(d) Voting rights of Preferred Stock.
Except as otherwise provided by law, the holders of Preferred Stock shall have no right to vote for any purpose or to receive notice of any stockholders' meeting.

"(e) Issuance of Preferred Stock.
The Board of Directors shall have full power and authority to issue any of the authorized but unissued shares of Preferred Stock of the corporation at any time and from time to time in exchange for shares of the issued and outstanding Common Stock of the corporation at such rate of exchange as the Board of Directors shall deem best, as a stock dividend, or for cash, services or property as the Board of Directors shall deem best.

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"(f) Common Stock.
Except as otherwise provided by law, the exclusive voting right shall be vested in the holders of the Common Stock, each holder being entitled to one vote for each share of Common Stock held by such holder. Except as otherwise provided above, the Board of Directors may at any time and from time to time declare and cause the payment of dividends on the Common Stock from the surplus of the corporation. Except as otherwise provided above, upon liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the assets of the corporation, after payment of the corporate debts shall be distributed pro rata among the holders of the Common Stock."

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Philip R. Steiner
~~President~~ (or Vice President).

Philip R. Steiner Jr.
Secretary (~~or Assistant Secretary~~).

Massachusetts
~~State of Rhode Island~~,
County of Bristol ~~Providence~~ .

In the City of North Attleboro ~~Providence~~
on this 6 day of May
A. D. 1960 , subscribed and sworn to before me.

Anne M. Robert
Notary Public.

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BUSINESS

CERTIFICATE OF AMENDMENT OF ARTICLES OF ASSOCIATION OR CHARTER OF

COOLEY, INCORPORATED

formerly, The Cooley Finishing Co

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

ORIGINAL FILED IN THE OFFICE OF THE SECRETARY OF STATE

MAY 23 1960 19

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 27872 *Providence* May 23, 1960

I Hereby Certify *That* Cooley, Incorporated

has paid into the State Treasury a fee of One Hundred and forty-six dollars

One hundred and forty-six ...*Dollars for* Increase in capital

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

Raymond H. Hawksley

General Treasurer.

COOLEY, INCORPORATED

Increase

$146.00

FILED MAY 23 1960 19