

State of Rhode Island and Providence Plantations.

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

See Restated
Articles of Incorporation

Know all Men by these Presents, That we Philip C. Joslin, Arthur H.
Feiner and Ira Marcus,

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 Article II of Chapter 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of
Hassenfeld Bros. Inc.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of manufacturing, selling, and otherwise dealing in all kinds of leather novelties, school supplies, and applying for and having issued to it letters patent, trade marks and copyrights, and of buying, selling, assigning, leasing, licensing under, or otherwise dealing in the same or rights to the same, and generally to engage in any other lawful business, except as hereinafter prohibited.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See Sec. 5, Chapter 248 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 said 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 these 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 these 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 paragraphs (a) to (k) inclusive contained, shall authorize said corporation to carry on the business of a bank, savings bank or trust company, or the business of trading in bonds, notes, or other evidences of indebtedness.

(over)

FOURTH. Said corporation shall be located in Providence, Rhode Island
or elsewhere (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 Fifty Thousand (\$ 50,000)
dollars, to be divided into Five Hundred (500) shares, of
the par value of One Hundred (\$ 100.00) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be One Thousand (1,000) shares,
as follows, viz:— Five Hundred (500) shares of
Common stock, without par value, to be designated as Class A common stock
and Five Hundred shares of Common stock, without par value, to be
designated as Class B common stock.

(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:—

1. Holders of preferred stock shall be entitled out of the net earnings or surplus of the corporation to dividends at the rate of 7% per annum, to be paid or provided for when in the judgment of the Board of Directors of the Corporation the available net earnings and surplus of the corporation are sufficient therefor before any dividends part or paid on the common stock known as Class A common stock. Dividends on the preferred stock shall be cumulative as well as preferential, so that if the available net earnings and surplus at the time any such preferred dividend is due shall not be sufficient in the judgment of the Directors of the Corporation to pay such dividend, it shall be paid out of the available net earnings or surplus existing on any subsequent date and before any dividends shall be set apart, declared, or paid on any other class of stock.

After dividends shall have been paid on the preferred stock including all arrears in the same, if any, then the Board of Directors may at any time it shall deem advisable declare dividends on Class A common stock in such sum as it shall deem advisable out of the net earnings of the corporation. Only class A common stock shall have the voting rights in said corporation and no voting rights shall attach to the preferred stock or to the class B common stock.

Class B common stock is issued for the purpose merely of being a bonus stock, to be distributed among employees and others as in the judgment of the Board of Directors they may deem advisable. Class B common stock shall not participate in dividends or net earnings of the corporation, excepting only and at such times as the Board of Directors may in their discretion decide to pay any portion of the earnings as a dividend thereon, and only in such amount as may be declared by the Board of Directors. Other than as declared by the Board of Directors class B common stock shall have no right to participate in dividends, net earnings, or any rights in the corporation, nor shall it have any voting rights.

2. Upon any liquidation or dissolution of the corporation the holders of the preferred stock shall be paid the par value of their stock, plus accumulated dividends thereon, and the remaining assets shall be distributed among the holders of class A common stock alone.

3. Class B common stock may be called in in whole or in part at any time in such manner as may be determined by vote of the Board of Directors of the corporation whenever in their discretion they shall deem it advisable.

SEVENTH.....

EIGHTH.....

NINTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residence
this 7th day of January, A. D. 1926

NAME

RESIDENCE

Philip C. Joslin Providence, R. I.

Arthur H. Feiner Providence, R. I.

Ira Marcus Providence, R. I.

State of Rhode Island,

County of Providence

In the City
Town

of Providence

in said county this 7th day of January, A. D. 1926

then personally appeared before me Philip C. Joslin, Arthur H. Feiner

and Ira Marcus.

each and all known to me and known by me to be the parties executing the foregoing instru-
ment, and they severally acknowledged said instrument by them subscribed to be their free
act and deed.

Ceresia M. Muller
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

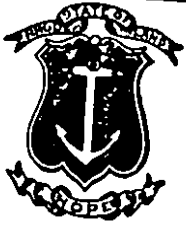
ARTICLES OF ASSOCIATION OF

Hassanfeld Bros.

Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

RECORDED



State of Rhode Island and Providence Plantations

A 210 OFFICE OF THE GENERAL TREASURER

Providence,

January 8th 1925

I Hereby Certify That Hassenfeld Bros. Inc.

has paid into the State Treasury a fee of

Forty and 00/100 - - - - - Dollars for Incorporation

in accordance with the provisions of Chapter 248, General Laws, and the acts in amend-

ment thereof.

\$ 40.00

Richard H. Jennings
General Treasurer

Hassenfeld Bros. Inc.

\$40.00

FILED JAN - 8 1925

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