

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we George K. Demopoulos, Harold W. Demopoulos and Beverly A. Clark

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 S.P.A. CO., INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of leasing, renting, buying and selling real and personal property of every kind and description relative to the food, bakery, catering and restaurant business; to purchase, process, prepare and sell all kinds of foods, refreshments, alcoholic and nonalcoholic beverages, and all kinds of merchandise and services.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 every 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 the corporation's charter, or 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 its charter or 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

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 (\$) 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 (\$)
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
---Five Hundred--- (-500-) shares
as follows, viz:--- ---Five Hundred--- (-500-) 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:—

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH The corporation shall have a lien upon the stock of any shareholder for any debts due to said company, enforceable as set forth in the By Laws.

EIGHTH The common stock may be issued by the corporation 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. Every share of such stock without par value, so issued, shall be equal in all respects to every other share of the same class.

NINTH Whenever any stock of the corporation shall be offered for sale by a stockholder or his estate, or by court order or process, said stock shall, in such manner as may be provided in the By Laws, be offered first to the corporation and then to the other stockholders at the lowest price at which it is offered for sale, or at a price fixed in such court order or process, or at a price to be arrived at by arbitration.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 24th day of March, A. D. 19 66

NAME	RESIDENCE (No. Street, City or Town)
George K. Demopoulos	140 Norwood Avenue, Warwick R.I.
Harold W. Demopoulos	110 Modena Avenue, Providence R.I.
Beverly A. Clark	36 Fenwood Avenue, Smithfield R.I.

STATE OF RHODE ISLAND, } City
COUNTY OF PROVIDENCE } In the } of Providence
in said county this 24th day of March, A. D. 19 66
then personally appeared before me George K. Demopoulos, Harold W. Demopoulos,
and Beverly A. Clark

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 their free act and deed.

Lessine R. Stull
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

S.P.A. CO., INC.

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FILED IN THE OFFICE OF THE

SECRETARY OF STATE

MAR 25 1966

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 35902 Providence March 25, 1966

I Hereby Certify That *S.P.A. Co., Inc.*

has paid into the State Treasury a fee of *Eighty Dollars* for *Incorporation*

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

Raymond H. Sawtrey
General Treasurer.