

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Ronald R. Gagnon, Helen A. Connors and Dolores McPhillips

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 Jarvis Leasing and Transportation Company

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of operating, renting, leasing, loaning and the bailment of automobiles, trucks, tractors, trailers, construction equipment, boats, maritime equipment, and, without limitation, all types of motor vehicles and equipment used directly or indirectly in interstate and intrastate and maritime transportation, and in connection therewith to purchase and sell motor vehicles and equipment, vehicle parts, articles, and accessories, and to perform repairs and services in connection with the operating, leasing, loaning, or rental of such vehicles, and to acquire, hold and own any and all licenses, permits and franchises necessary or useful in connection with the business; and to engage in building and construction and the operation of construction equipment of every nature and kind. Also to engage in the business of buying and selling real estate of every nature and kind upon the obtaining the proper licenses therefor.

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 East 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 One Thousand ----- (1000) shares as follows, viz:— One Thousand ----- (1000) shares of Common stock, without par value; and None ----- (none) 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:—

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SIXTH. ~~(If not perpetual) The period of duration of said corporation shall termi-~~
~~nate~~

(Further provisions not inconsistent with law)

SEVENTH. The corporation shall have the right in case of sale of stock by any stockholder to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other person; provided, the corporation shall exercise said right of preemption within thirty days after receipt of written notice of the stockholder's intention to sell and the price asked therefor.

EIGHTH.

NINTH.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 27th day of April, A. D. 19 66.

NAME	RESIDENCE (No. Street, City or Town)
<i>Ronald R. Gagnon</i>	<i>113 Oakdale Ave Pawtucket, R.I.</i>
<i>Helen A. Connors</i>	<i>44 Lozemere Rd. Pawtucket, R.I.</i>
<i>Dolores McPhillips</i>	<i>71 Bayne Avenue Pawtucket, R.I.</i>

STATE OF RHODE ISLAND, } City
COUNTY OF Providence } In the Town of Pawtucket
in said county this 27th day of April, A. D. 19 66
then personally appeared before me Ronald R. Gagnon, Helen A. Connors and
Dolores McPhillips

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.

William R. Goldberg

Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Jarvis Leasing and

Transportation Company

SEC-OF
STATE
VPR 28-66 342 CD*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 28 1966

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