

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, ALFRED G. THIBODEAU,
EDWARD C. PARKER, and ARCHIBALD B. KENYON, JR.

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
PERRAULT FARMS, INC.

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

carrying on the business of farming, dairying, truck and market gardening and of producing, merchandising, manufacturing and preserving all kinds of farm, dairy, fruit, vegetables and garden products and to buy, sell, produce, manufacture and dispose of all kinds of goods, wares, foods, potables, drugs, merchandise, manufacturers, commodities, furniture, machinery, agricultural tools, supplies and products, and generally to engage in and conduct any form of manufacturing or mercantile enterprise not contrary to law, and to lease, buy, sell, use, mortgage, improve, and otherwise handle, deal in and dispose of all such property, real and personal as may be necessary or convenient in connection with the aforesaid business of the company and to buy, sell, produce and render all types of services not contrary to law.

shall have power: GENERAL GRANT OF AUTHORITY, IT IS HEREBY SPECIFICALLY PROVIDED THAT EVERY CORPORATION

(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 Richmond, 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 Hundred (100) shares
 as follows, viz:— One Hundred (100) 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:—

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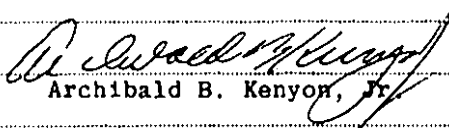
SEVENTH The stock of this corporation without par value may be issued from time to time from such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the Board of Directors.

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

~~thirty~~ thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he will sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon the tender of the price thereof, transfer to the corporation his shares so sold, and if the corporation shall not elect to purchase said shares within thirty

(30) days, then such stockholder may, at any time within thirty (30) days after the expiration of said thirty (30) days, sell said shares to any other Party, but at not less than the price at which the same were offered to this corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 20th day of February, A. D. 19 69

NAME	RESIDENCE (No. Street, City or Town)
 Alfred G. Thibodeau	87 Clews Street Pawtucket, Rhode Island
 Edward C. Parker	26 Lyon Street Pawtucket, Rhode Island
 Archibald B. Kenyon, Jr.	Pine Hill Road South Kingstown, Rhode Island

STATE OF RHODE ISLAND, } City
COUNTY OF PROVIDENCE } In the } of Providence
in said county this 20th day of February, A. D. 19 69
then personally appeared before me ALFRED G. THIBODEAU, EDWARD C. PARKER,
and ARCHIBALD B. KENYON, JR.

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

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

2-20-69 OF 004 CD*****5.00
STATE

CD

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 20 1969 19