

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Edwin G. Torrance, William R. Powers, III and Jacques V. Hopkins,

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

Induplate Incorporated

THIRD. Said corporation is formed (as permitted by § 7-2-8 of the General Laws)

~~for the purpose of~~ for the following purposes:

(a) To conduct a general metal plating business, and in connection therewith to manufacture, produce, purchase, assemble or otherwise acquire, to sell, lease or otherwise dispose of and to import, export, distribute, plate, coat or otherwise treat and deal in and with, whether as principal or as agent or as independent contractor, metals and metal products and other goods, wares, merchandise and materials of every kind and description.

(b) To buy, sell and deal in personal property of every character and description, both tangible and intangible, including stocks, bonds and other securities, and to mortgage, pledge, assign or otherwise encumber the same;

(c) To purchase, hold, sell, improve and lease real estate and interests in real estate, and to mortgage or otherwise encumber the same, and to erect, manage, extend and alter buildings thereon.

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~~ such corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~which is limited to the duration of its existence as provided in its articles of association~~ such

(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 ~~the~~ such corporation shall not 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 by its board of directors 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~~ such corporation to carry on the business of a bank, savings bank or trust company.

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(over)

FOURTH. Said corporation shall be located in North 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
Four Hundred (400) shares
as follows, viz:— Four Hundred (400) 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:—~~

The common stock of the corporation without par value 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. The corporation shall have the right in case of the proposed sale of any stock of the corporation by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party, and no sale of any stock to any party other than the corporation shall be valid unless the offer to sell such stock, at the lowest price at which the holder thereof is willing to sell, shall have first been received in writing by the corporation. The corporation shall have fifteen (15) days in which to accept or reject said offer. A majority of the holders of the common capital stock at the date when said offer is made, exclusive of the stock to which such offer pertains, shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions, may, at any time within thirty (30) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within sixty (60) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder and the purchaser of such stock as to price paid therefor before transferring such stock upon the books of the corporation.

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

(Further provisions not inconsistent with law)

SEVENTH The provisions of Section 7-3-16, G.L.R.I. 1956, entitled "stockholders pre-emptive right to new stock", shall not apply to the common stock of said corporation.

EIGHTH

NINTH

In Testimony Whereof. We have hereunto set our hands and stated our residences this 27th day of March, A. D. 1969

NAME

RESIDENCE
(No. Street, City or Town)

Edwin G. Torrance

8 Harbour Road, Barrington, R. I.

William R. Powers III

29 Rumstick Drive, Barrington, R. I.

Jacques V. Hopkins

27 E. Manning St., Providence, R. I.

STATE OF RHODE ISLAND, }

City

In the

} of Providence

COUNTY OF Providence }

Town

in said county this

27th

day of March

, A. D. 1969

then personally appeared before me Edwin G. Torrance, William R.

Powers III and Jacques V. Hopkins,

each and all known to me and known by me to be the parties executing the foregoing

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Induplate Incorporated

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 28 1969 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 40444

Providence

March 28, 1969

I Hereby Certify That *Induplicate Incorporated*

has paid into the State Treasury a fee of

Eighty

Dollars for

Incorporated

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

Raymond H. Dushinsky
General Treasurer