

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Edwin G. Torrance, of Barrington, William P. Thornton, Jr., of Pawtucket, and Stephen J. Carlotti, of Cranston, all in the State of Rhode Island, and 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

The Industrial Plating Company

THIRD. Said corporation is formed (as permitted by § 7-2-3 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.

(d) to elect such officers and appoint such agents as the corporation may 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;

such

not

(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, ~~to contract on and in the name of the corporation~~, 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.

such

(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 ~~termi-~~
~~nate~~ 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 3rd day of January, A. D. 19 67

NAME

RESIDENCE
(No. Street, City or Town)

Edwin G. Torrance

8 Harbour Road, Barrington

William P. Thornton, Jr.

212 Liberty Street, Pawtucket

Stephen J. Carlotti

159 Jordan Avenue, Cranston

STATE OF RHODE ISLAND, }

In the City

of Providence

COUNTY OF Providence }

~~Town~~

in said county this 3rd day of January, A. D. 19 67

then personally appeared before me Edwin G. Torrance, William P. Thornton,
Jr., and Stephen J. Carlotti,

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.

Robert W. Longman
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

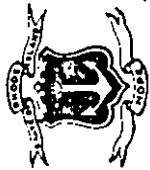
The Industrial Placing

Company

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 9 1967 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 36930

Providence

1917

I Hereby Certify That

The Industrial Planting Company

has paid into the State Treasury a fee of

Twenty Dollars

Dollars for

License for

in accordance with the provisions of 7-19, General Laws

Raymond H. Macomber

General Treasurer.

The Industrial Plating Company

Incorporation

\$80.00

JAN 3 - 1967 - 19