

**State of Rhode Island and Providence Plantations**  
**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is.....

NEW ENGLAND POULTRY CO., INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state).....

THIRD. The purpose or purposes for which the corporation is organized are:

- A. Buying, acquiring, selling, hypothecating, pledging, financing, collecting and otherwise dealing with accounts receivable and any and all other evidences of indebtedness.
- B. Acting as agent for persons, firms and corporations with respect to the collection, adjustment, compromise and settlement of debts, demands, accounts, estates and claims of any nature whether secured or unsecured.
- C. Investing in or lending money on real, personal or mixed securities and dealing in and with documents evidencing the same.
- D. Buying, selling, leasing, renting, mortgaging and otherwise dealing in personal property of every nature and description, including without limiting the generality of the foregoing, acquiring mortgages or other security agreements with respect thereto.
- E. Buying, selling, leasing, renting, mortgaging and otherwise dealing in real estate and all interests therein.
- F. Guaranteeing 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.

— (a) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares 600  
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

Common Stock - No Par Value

or

- (b) *If more than one class:* Total number of shares \_\_\_\_\_  
(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

The corporation shall have the right in case of sale of any stock 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 such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The Board of Directors 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 sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) 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 and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation. The Directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is 2572 East Main Road, Portsmouth, Rhode Island (add Zip Code) and the name of its initial registered agent at such address is: Leonard Decof

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Samuel Z. Bazarsky	786 Indian Ave., Middletown, R.I.
Beatrice Bazarsky	786 Indian Ave., Middletown, R.I.
Mary J. Gaspar	76 Gay St., Somerset, Mass.

NINTH. The name and address of each incorporator is:

Name	Address
Leonard Decof	80 Tupelo Hill Dr., Cranston, R.I.
Michael A. Silverstein	24 Kennedy Blvd., Lincoln, R.I.
Max Wistow	179 Oakley Road, Woonsocket, R.I.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

then personally appeared before me Leonard Decof, Michael A. Silverstein  
and Max Wistow

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.

Helen E. Hunter

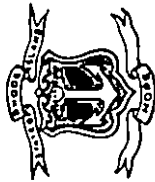
**Notary Public**

Notary Public

6105 X

**826 00\*\*\*100.00**

1061-1062



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

A 3156

Providence, July 29, 1964

I hereby certify that Samuel's Realty Co., Inc.

(Mass.)

has paid into the State Treasury a fee of eighty-five dollars in accordance with Chapter 248 General Laws, as a condition precedent to carrying on business in this State.

\$85.00

*Raymond H. D'Amico*  
General Treasurer

Samuel's Realty Co., Inc.

Qualification

\$85.00

FILED DEC 22 1954 19