

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Robert C. Hogan, William F. Paquin, and John D. Lynch

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.

SECOND. Said corporation shall be known by the name of

VIENT INSURANCE AGENCY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of conducting general insurance agency and insurance brokerage business, consisting of fire, casualty, plate glass, steam boilers, elevator, accident, fidelity, debt, burglary, physician's defense, marine, credit and life insurance, and all other kinds of insurance on property.

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;



SEVENTH RIGHT OF PRE-EMPTION. No stockholder shall sell or dispose of any of his shares of the capital stock of the corporation without first offering the same to the corporation in writing for a period of fifteen (15) days at the lowest price at which he is willing to sell; and if the corporation ~~SHALL~~ shall not, within fifteen days after receiving from such stockholder such written offer, tender to the stockholder the purchase price of such stock, the stockholder shall be at liberty to sell such stock within a further period of fifteen days to any other person at the price offered to the ~~SHALL~~ corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this \_\_\_\_\_ day of \_\_\_\_\_, A. D. 19 \_\_\_\_\_

NAME	RESIDENCE (No. Street, City or Town)
<i>Robert C. Hogan</i>	46 Echo Drive, Warwick, R. I.
<i>William F. Paquin</i>	15 Cornell Avenue, Warwick, R. I.
<i>John D. Lynch</i>	104 Edmond Drive, Warwick, R. I.

STATE OF RHODE ISLAND, } City } of Providence  
COUNTY OF Providence } In the }  
} ~~Dorset~~ }  
in said county this \_\_\_\_\_ day of \_\_\_\_\_, A. D. 19 \_\_\_\_\_  
then personally appeared before me Robert C. Hogan, William F. Paquin,  
and John D. Lynch

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.

*Charles V. Day*  
Notary Public.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

VIENT INSURANCE AGENCY, INC.

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JAN 24 1966 19



**State of Rhode Island and Providence Plantations**

OFFICE OF THE GENERAL TREASURER

Feb. 14, 1964

N<sup>o</sup> 32851 Providence

**I Herby Certify** That Vienna Bakery, Inc.

has paid into the State Treasury a fee of  
Eighty Dollars for Incorporation  
in accordance with the provisions of 7-1-9, General Laws.

Eighty dollars

*[Handwritten Signature]*  
General Treasurer

Vienna Bakery, Inc.

Incorporation

\$80.00

FILED FEB 14 1964 19