

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William P. Coffey, Philippe J. Drapeau, Claire T. Coffey and Doris I. Drapeau

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 ALLIED FLOOR COVERING, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of To buy, sell, manufacture and deal in all types of linoleum, ceramic tile, rugs, and upholstering business, including but without limiting the generality of the foregoing purpose. To acquire the goodwill, rights, property, and assets of any person, firm, association, or corporation, and to pay for the same in cash, stock, bonds, debentures, or other securities of this corporation or otherwise. To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes, enumerated or incidental to the powers named, or which shall at any time appear conducive or expedient for the production or benefit of the corporation, either as the holders of or interested in any property, or otherwise, with all the powers now or hereafter conferred by law.

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;

FOURTH. Said corporation shall be located in Tiverton, Rhode Island.
(City or Town)

~~THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK AUTHORIZED, WITHOUT PAR VALUE, SHALL BE~~
~~XXXXXXXXXX~~ (\$ ~~XXXXXXXXXX~~) ~~SHARES OF~~
~~COMMON STOCK, WITHOUT PAR VALUE~~ (~~XXXXXXXXXX~~)
~~THE PAR VALUE OF~~ (~~XXXXXXXXXX~~) ~~SHARES OF~~
~~PREFERRED STOCK, WITHOUT PAR VALUE~~ (\$ ~~XXXXXXXXXX~~)
~~DOLLAR, DIVIDED INTO~~ (~~XXXXXXXXXX~~) ~~SHARES, OF~~
~~THE PAR VALUE OF~~ (\$ ~~XXXXXXXXXX~~)

(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

(~~XXXXXXXXXX~~) ~~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:—

SIXTH. (If not perpetual) The period of duration of said corporation shall termi-
nate Perpetual

(Further provisions not inconsistent with law)

Restrictions on Transfer of Stock

~~Corporation~~

SEVENTH. Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following.

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter, either accept the offer, or by notice to him in writing name a ~~second~~ second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

In Testimony Whereof. We have hereunto set our hands and stated our residences this 16th day of July, A. D. 19⁶²

NAME	RESIDENCE (No. Street, City or Town)
William P. Coffey	178. Walter Street, Fall River, Mass.
Philippe J. Drapeau	130 Highland Road, Tiverton, R.I.
Claire T. Coffey	178. Walter Street, Fall River, Mass.
Doris I. Drapeau	130. Highland Road, Tiverton, R.I.

STATE OF RHODE ISLAND, } ~~City~~
COUNTY OF Newport } In the Town of Tiverton
in said county this 16th day of July, A. D. 19 62
then personally appeared before me William P. Coffey, Philippe J. Drapeau,
Claire T. Coffey and Doris I. Drapeau

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.

Thomas W. M. Gray
Notary Public.

1791
(BUSINESS CORPORATION)

ORIGINAL ON

ARTICLES OF ASSOCIATION OF

Allied Floor Covering, Inc.

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27-62 STATE

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
JUL 27 1962

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER