

**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 Crown Auto Sales, 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) perpetual

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

Conduct and operation of an automobile sales agency and/or business; selling, purchasing, exchanging and in all other respects dealing in and with automotive vehicles of every type and description; performance of appraisals; performing any and all lawful acts incident or related to any or all of the foregoing, and/or the rendering of services in connection therewith as may from time to time be allowed under the Law; the carrying out of any and all activities necessary or desirable in connection with any of the foregoing, or in any way ancillary thereto; and all other lawful purposes for which a corporation may be formed under the General Laws of the State of Rhode Island.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) 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.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 1,000 common

(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.)

All such shares are without 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.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation reserves the right to adopt applicable preemptive rights pertaining to its shares by means of its by-laws as the same may from time to time be amended and/or by means of stock purchase and/or stock redemption agreements as may from time to time be adopted and executed. Unless and until preempted by specific provisions adopted pursuant to the foregoing reservation, the preemptive right contained in the next succeeding paragraph shall be applicable.

Said corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within thirty (30) days, then such stockholder may, at any time within twenty (20) days after the expiration of said thirty (30) days sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

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

This corporation is a close corporation pursuant to Section 7-1.1-51 of the General Laws of Rhode Island, 1956, as amended; and the internal affairs of the corporation are governed by the by-laws and the provisions of the statutes in such case made and provided.

SEVENTH. The address of the initial registered office of the corporation is 2515 Hospital Trust Tower, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Bruce M. Selya, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ 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.)

<i>Name</i>	<i>Address</i>
Edward Breault-President	10 Abbott Valley View Dr., Cumberland, RI
Jeanne G. Breault-V. President	10 Abbott Valley View Dr., Cumberland, RI
John McDonald-Vice President	501 Dexter St., Central Falls, RI
Jeanne G. Breault-Secretary	10 Abbott Valley View Dr., Cumberland, RI
Bruce M. Selya, Esq.-Assis. Sec.	2515 Hosp. Trust Tower, Providence, RI
Edward Breault-Treasurer	10 Abbott Valley View Dr., Cumberland, RI

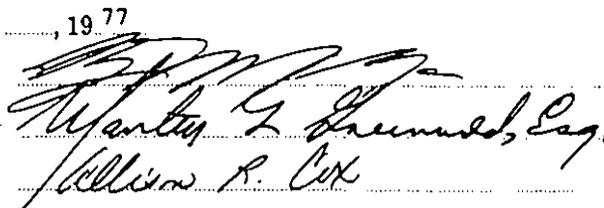
NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Bruce M. Selya, Esq.	2515 Hosp. Trust Tower, Providence, RI
Martin L. Greenwald, Esq.	2515 Hosp. Trust Tower, Providence, RI
Allison R. Cox	2515 Hosp. Trust Tower, Providence, RI

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

July 1, 1977

Dated June 10, 1977

  
Martin L. Greenwald, Esq.  
Allison R. Cox

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } In the City of Providence  
Town

in said county this 10th day of June, A. D. 1977

then personally appeared before me Bruce M. Selya, Esq., Martin L.  
Greenwald, Esq., and Allison R. Cox

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.

*Susan J. Miller*  
Notary Public  
*Notary Public*

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JUN 15 1977 REC. OF STATE CD\*\*\* 110.00

JUN 15 1977

*AFJ*