

State of Rhode Island and Providence Plantations

9513

February 28th, 1950

WE, the undersigned officers of

FULFORD MANUFACTURING COMPANY

a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called for the purpose, and held in the City of Providence, in said State, on the 24th day of February, A. D. 1949, the following amendment(s) to the Articles of Association (or Charter) was (or were) duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:— Two-thirds (2/3) in interest of the stockholders entitled to vote,

which said vote amends or adds the following Article (or Articles) to read as follows, viz.—

~~Article Six~~

"SIXTH: No holder of any of the common stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his stock. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer be the Secretary, then to the Treasurer. The Secretary or the Treasurer, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding and entitled to vote, to be held within ten (10) days after the receipt of said offer, for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding and entitled to vote, shall have thirty (30) days after the time fixed for the holding of such special meeting of the stockholders to accept or reject said offer and until ~~such~~ action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of his common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty (30) days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said thirty (30) days but not otherwise or thereafter without again complying with the provisions of this article; provided, however, that at any such meeting no shares of stock held by the stockholder submitting said offer shall be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote, nor shall the stockholder so submitting said offer be entitled to vote at said meeting. All transfers of the common stock of the corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will) are intended to be included in the prohibitions of this article, including but without limiting the generality of the foregoing a transfer by virtue of a pledge, attachment or other

~~Article No.~~

encumbrance. Any transfer contrary to the foregoing shall be void. The corporation by resolution of the holders of its stock then outstanding and entitled to vote adopted at a meeting of such stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer, but the stock with reference to which said provisions are waived shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote, nor shall the holder of said stock be entitled to vote at said meeting."

and which said vote adds a new Article SEVENTH to the articles of association reading as follows:

"SEVENTH: Stockholders shall be entitled as a matter of right to purchase any treasury stock of the company which at any time or from time to time the company is offering for sale or about to sell, in proportion to their respective holdings of stock at the time of such offering or proposed sale, and at the lowest price at which the company proposes to sell the same."

"Article No.

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Lewis E. Woodward
.....
President (or Vice President)

Walter R. [unclear]
.....
Secretary (or Assistant Secretary)

State of Rhode Island,
County of Providence }

In the City of Providence
on this 1st day of March
A. D. 1950, subscribed and sworn to before me.

Evelyn P. Baucher
.....

Notary Public.

BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

FULFORD MANUFACTURING COMPANY

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 3 1950

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MAR 3 1950