

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William J. McGair of Cranston,
Rhode Island; Sabine M. Dingel of Cranston, Rhode Island; and Mary L. Grant
of East Providence, Rhode Island

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, as amended.

SECOND. Said corporation shall be known by the name of

SHAPE WOOD DESIGN, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of to engage in the business of manufacturing, buying, selling, designing, constructing any and all types of wood, plywood, plastics and its allied products and by-products and in connection therewith to construct, acquire, own, hold, maintain and operate any and all woodworking and plastic shops, mills, sheds, plants, depots and yards; to supply box and display companies and all other companies with wood and plastic products,

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;

(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee, if authorized so to do by its charter or articles of association, 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;

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

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

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be _____ (\$ _____) dollars as follows, viz: Common stock in the amount of _____ (\$ _____) dollars to be divided into _____ (_____) shares of the par value of _____ (\$ _____) dollars each; and Preferred stock in the amount of _____ (\$ _____) dollars, to be divided into _____ (_____) shares, of the par value of _____ (\$ _____) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be

Two Hundred (200) shares

as follows, viz:— Two Hundred (200) shares of

Common stock, without par value; and

~~Two Hundred~~ (~~200~~) 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 terminate

(Further provisions not inconsistent with law)

SEVENTH: 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

~~XXXXXX~~ 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 the said

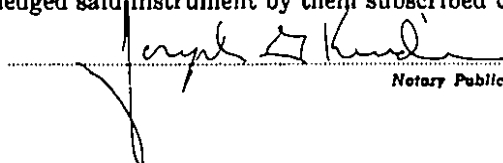
~~XXXXXX~~ thirty (30) days, then such stockholder may, at any time within thirty (30) days, sell said shares to any other party but at not less than the price at which the same were offered to this corporation

In Testimony Whereof, We have hereunto set our hands and stated our residences this 25th day of May, A. D. 1967

NAME	RESIDENCE (No. Street, City or Town)
William J. McGair	92 Betsey Williams Drive, Cranston
Sabine M. Dingel	3 Lovevine Drive, Cranston
Mary L. Grant	40 Catalpa Avenue, East Providence

STATE OF RHODE ISLAND, } City }
COUNTY OF PROVIDENCE } In the Town } of Providence
in said county this 25th day of May, A. D. 1967
then personally appeared before me William J. McGair,
Sabine M. Dingel and Mary L. Grant

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.


Notary Public

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(BUSINESS CORPORATION) X

ORIGINAL

ARTICLES OF ASSOCIATION OF

SHAPE WOOD DESIGN, INC.

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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