

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION.

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Henry R. Di Mascolo,  
Philip Glick, and  
Irvin M. Davis

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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

LANG JEWELRY COMPANY

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

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

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Forty thousand (\$ 40,000.00) dollars as follows, viz: Common stock in the amount of Forty thousand (\$ 40,000.) dollars to be divided into Four hundred ( 400 ) shares of the par value of One hundred (\$ 100.00 ) dollars each; and Preferred stock in the amount of None (\$ None ) dollars, to be divided into None ( None ) shares, of the par value of None (\$ None ) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be None ( None ) shares, as follows, viz:— Common stock, without par value; and None ( None ) 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

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this second day of October, A. D. 1945.

NAME.  
*Henry R. Di Mascolo*  
Henry R. Di Mascolo

RESIDENCE.  
(No. Street, City or Town)

73 What Cheer Avenue, Providence, R.I.

*Philip Glick*  
Philip Glick

1920 Commonwealth Avenue, Boston, Mass.

*Irvin M. Davis*  
Irvin M. Davis

34 Cliff Street, Arlington, Mass.

STATE OF RHODE ISLAND, }  
COUNTY OF Providence }

In the City of Providence

in said county this second day of October, A. D. 1945

then personally appeared before me Henry R. Di Mascolo, Philip Glick,

and Irvin M. Davis

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.

*Anthony D. Petullo*  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

LANG JEWELRY COMPANY

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

OCT 3 - 1945 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 11335 Providence, October 3, 1945 19

I Hereby Certify That Lang Jewelry Company

has paid into the State Treasury a fee of

twenty-five - - - - - Dollars for incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

*Thomas H. Hardy*

General Treasurer.

To carry on the business of manufacturing, selling, and otherwise dealing in and dealing with, all kinds of jewelry, novelties, metal and plastic objects of every kind, together with the supplies, materials, tools, implements, machines, and mechanical devices of every kind used in connection therewith; to purchase, contract for or otherwise acquire, hold, use, assign, pledge, mortgage, sell, exchange or otherwise dispose of, import, export and generally deal in and deal with, either as principal or agent, goods, wares, and merchandise of every kind and description, stocks, bonds, choses in action, grants, options, concessions, contracts, and all kinds of personal and real property or any interest therein incidental to the above purposes without limit as to amount; to enter into, make, perform and carry out contracts of every kind for every lawful purpose with any person, firm, association or corporation; to acquire all or any part of the good will, property, rights, and assets of and to assume any part or all of the business and liabilities of any person, firm, association, or corporation engaged in any lawful business; to hold, use, or in any manner dispose of the whole or any part of the good will, property, rights, and assets so acquired; to have all the rights, powers, and privileges now or hereafter conferred by laws of the State of Rhode Island upon business corporations organized under said laws; to carry on any and all other business desirable, convenient, or incidental to the carrying on of the business of the corporation as hereinafore specified; and to do all acts which this corporation may deem necessary, convenient, incidental to, or likely to promote any or all of the purposes and objects herein recited, and to the same extent as natural persons might do in any part of the world.