

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Harold P. Salisbury, of the City and County of Providence, Woodworth L. Carpenter, of the Town of North Smithfield in said County, and Frank L. Hinckley, Jr., of said Providence, all in the State of 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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of James L. Entwistle Co.

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

- (1) Manufacturing, selling and otherwise dealing in wire machinery and special machinery;
- (2) Manufacturing, buying, selling and otherwise dealing in inks of all kinds and descriptions, and labels of all kinds and descriptions;
- (3) Manufacturing, buying, selling and otherwise dealing in electronic equipment of all kinds and descriptions and high voltage testing equipment of all kinds and descriptions;
- (4) Manufacturing, buying, selling and otherwise dealing in pneumatic and hydraulic equipment and machinery of all kinds and descriptions;
- (5) Buying, selling, cutting, processing and otherwise dealing in lumber;
- (6) In connection with the foregoing purposes acquiring patents and patent rights, taking and issuing licenses under patents whether such patents are issued by the United States or any foreign nation or government; and buying or otherwise acquiring, holding, using, improving, leasing, managing, selling, mortgaging or otherwise disposing of or dealing in real estate or any interest therein.

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 to do so 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, and 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.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

JAMES L. ENTWISTLE CO.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 7 1951

19

SEVENTH: No stockholder shall transfer any of his 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 the stockholder intends to transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary, or in case the stockholder making such offer be the Secretary, then to the President, and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the directors of the corporation, 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 its directors shall have twenty (20) days after the time fixed for the holding of such special meeting of the directors to accept or reject said offer and until action thereon shall be taken or until the expiration of said twenty (20) days, whichever shall first occur, no transfer of his stock shall be made by the stockholder submitting the offer, but if the directors shall reject said offer or if no action shall be taken by them prior to the expiration of said twenty (20) 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 twenty (20) days, but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatees named in his will) are intended to be included in the prohibitions of this paragraph, including but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other incumbrances.

Any transfer contrary to the foregoing provision shall be void. The corporation by resolution of its directors adopted at a meeting of the directors duly called and held for that purpose may waive the provisions of this article with respect to any particular transfer.

EIGHTH: The corporation shall indemnify and hold harmless each director and officer of the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his being or having been a director or officer of the corporation, and/or by reason of his alleged acts or omissions as a director or officer as aforesaid, and in addition shall either reimburse each such director and each such officer for all legal and other expenses reasonably incurred by or in connection with defending against any such claims or liabilities, or shall assume the burden of defense, whichever the corporation shall elect to do; provided, however, that no director or officer shall be indemnified against liability by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing rights of directors and officers shall not be exclusive of other rights to which they may be entitled as a matter of law.