

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, HARRY W. ASQUITH,  
ANDREW H. DAVIS, JR. and W. SLATER ALLEN, JR.

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  
KISMET, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of Buying, selling, holding, investing, managing, operating, repairing, leasing, erecting buildings or other improvements upon, and otherwise dealing with real estate of all kinds and nature, including apartment houses, stores, office buildings, and all manner of things incidental to and necessary for the transaction of the foregoing, and also engaging in any other business connected with or incidental to the foregoing.

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 Lincoln, 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 \_\_\_\_\_ NINETY-NINE ( 99 ) shares as follows, viz:— \_\_\_\_\_ NINETY-NINE ( 99 ) shares of Common stock, without par value; and \_\_\_\_\_ NO ( -0- ) 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~~ not be perpetual

(Further provisions not inconsistent with law)

SEVENTH No stockholder shall sell or dispose of any of his shares of the Capital stock of the corporation without first offering same to the corporation in writing for a period of fifteen days at the lowest price at which he is willing to sell; and if the corporation shall not, within fifteen days after receiving from such stockholder such written offer, tender to the stockholder the purchase price of such stock, the stockholder shall be at liberty to sell such stock within a further period of fifteen days to any other person at the price offered to the corporation. This provision shall be binding upon each stockholder and upon his heirs, ~~executors~~ executors and administrators. The right of a stockholder to transfer any of his shares to a pledgee as collateral security shall not be restricted by this provision but such pledges shall be subject to the provisions of this paragraph in any transfer or sale by him in satisfaction of the pledge. By unanimous vote of the holders of all the outstanding stock the record owner of any share may be authorized and permitted to transfer the same to any other person or persons, and such authorization shall be considered a waiver by the corporation of its pre-emptive right with respect to such transfer

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 23d day of June, A. D. 19 65

NAME	RESIDENCE (No. Street, City or Town)
Harry W. Asquith	9 Kilburn Avenue
<i>Harry W. Asquith</i>	Lincoln, R. I.
Andrew H. Davis, Jr.	81 Mathewson Road
<i>Andrew H. Davis, Jr.</i>	Barrington, R. I.
W. Slater Allen, Jr.	109 Governor Street
<i>W. Slater Allen, Jr.</i>	Providence, R. I.

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

in said county this 23d day of June, A. D. 19 65

then personally appeared before me Harry W. Asquith, Andrew H. Davis, Jr. and W. Slater Allen, Jr.

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.

*Thomas H. LaPrade*  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

KISMET, INC.

REG. NO. 23-63 STATE OF RHODE ISLAND 011 CORP. \*\*\*\*\*5,000

FILED IN THE OFFICE OF THE SECRETARY OF STATE

JUN 23 1965

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 34770 Providence June 23, 19 65

I Hereby Certify That Kismet, Inc.

has paid into the State Treasury a fee of Eighty dollars Fifty Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Handwritten signature of General Treasurer

General Treasurer.