

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Peter K. Rosedale, Joseph T. Little, and Francis E. Little, 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.

SECOND. Said corporation shall be known by the name of

WEIN-O-RAMA, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)

for the purpose of establishing, operating, conducting, managing, and maintaining drive-in restaurants, other restaurants, and public eating establishments; to buy, sell, lease, or otherwise dispose of, and operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To purchase, improve, develop, lease, exchange; sell, occupy, operate and manage any and all real estate of every kind and character whatsoever incidental either directly or indirectly to the operation of said drive-in restaurants and other public eating establishments; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

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, ~~to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of~~ 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)

SEVENTH - PREEMPTION CLAUSE: No stockholder of the corporation shall make sale of any of the stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock. The purchase price of said stock shall be the value

~~thereof~~ thereof, as determined by the Board of Directors in accordance with the provisions of the by-laws, as of the end of the month preceeding said offer to sell. The corporation shall exercise the right to purchase the stock so offered it within thirty (30) days from the date of the receipt of said offer and if not accepted

~~within~~ within said time, the stockholder shall be at liberty to make sale of the stock so offered to the corporation in open market. By unanimous consent of all the stockholders, the holder of any stock may be authorized and permitted to transfer the same to any person or persons, and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

In Testimony Whereof. We have hereunto set our hands and stated our residences this 30th day of April, A. D. 19 62.

NAME	RESIDENCE (No. Street, City or Town)
<i>Peter K. Rosedale</i>	59 Thackeray St., Providence, R.I.
<i>Joseph T. Little</i>	253 Don Avenue, Rumford 16, R. I.
<i>Francis E. Little, Jr.</i>	447 Eaton Street, Providence, R. I.

STATE OF RHODE ISLAND, } City }
COUNTY OF PROVIDENCE } In the ~~town~~ } of Providence
in said county this 30th day of April, A. D. 19 62
then personally appeared before me Peter K. Rosedale, Joseph T. Little,
and Francis E. Little, 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.

Anthony J. DeLuca
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

+ WEIN-O-RAMA, INC.

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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