

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Raymond J. McMahon, Raymond J. McMahon, Jr. and Catherine T. Smith, all of the City of Pawtucket,
County of Providence and 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
AMERICAN PRODUCTS, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of purchasing, distributing, selling, manufactured wood products and parts thereof, acquiring and disposing of wood specialties of every kind and description.

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.

Pawtucket

(City or Town)

42-----

(S-----)

(-----) shares of

~~(\$-----) dollars each; and-~~

(S-----)

(-----) shares of-

(~~\$-----~~) dollars each

(Or if capital stock is without par value)

200

(200) shares of

(-----) shares 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: The Board of Directors of said corporation are hereby authorized to issue stock of the corporation without par value from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate, as the said Board of Directors by a majority vote shall so decide.

EIGHTH: The corporation shall have a first lien on the shares of common stock of its members and upon all dividends due them for any indebtedness by such members to the corporation, enforceable in such manner as their by-laws shall provide.

NINTH: The corporation shall have a right in the event that a stockholder decides to encumber or otherwise dispose of his stock, to purchase said stock at book value as determined by any independent auditor then regularly employed by the corporation; provided, however, said right of purchase shall be exercised by the corporation within a period of thirty (30) days from the time of a written notice by the secretary of the stockholder's intention. Book value shall be as at the date of said notice.


Tenth: The certificates of stock shall contain a provision substantially as follows: "This certificate is issued subject to the rights of the corporation to a lien thereon for all assessments due from and indebtedness of the holder thereof to the corporation and also the right to preemption."

In Testimony Whereof, We have hereunto set our hands and stated our residences this 19th day of September, A. D. 1951.

NAME.	RESIDENCE. (No. Street, City or Town)
Raymond J. McMahon	104 Glenwood Ave. Pawt. R. I.
Raymond J. McMahon Jr.	104 Glenwood Ave. Pawt. R. I.
Catherine T. Smith	19 Grove St., Pawtucket, R. I.

STATE OF RHODE ISLAND, } In the City of Providence
COUNTY OF Providence } Town
in said county this 19th day of September, A. D. 1951
then personally appeared before me Raymond J. McMahon, Raymond J. McMahon, Jr. and Catherine T. Smith,

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.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

AMERICAN PRODUCTS, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

SEP 19 1951 19

AMERICAN PRODUCTS, INC.

Incorporation

\$25.00

SEP 19 1951

FILED 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 17440

Providence

September 19, 19 51

I Herby Certify That

American Products, Inc.

has paid into the State Treasury a fee of

Twenty-Five Dollars for Incorporation

\$ 25.00

General Treasurer.

AMERICAN PRODUCTS, INC.

Increase

\$10.00

FILED JUN 15 1954 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 19978

Providence

June 15, 1954

I Herby Certify That

American Products, Inc.

has paid into the State Treasury a fee of

Ten Dollars for

Increase in Capital Stock

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

\$ 10.00

General Treasurer.

Raymond D. Murphy