

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is
WESTBAY SHELL FISHERMEN'S SUPPLY CO., INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) PERPETUAL.

THIRD. The purpose or purposes for which the corporation is organized are:
To engage in and to own, operate and run, conduct and manage a business engaged in service to the fisherman's trade and to the general public, of supplies used by fishermen of any and every short, character, nature and description and to do such other things as are incidental, proper and necessary to the operation of the business or to the carrying out of any or all other purposes - all things according to law.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 100 NO PAR COMMON

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Any holder of common stock of this corporation who desires to sell or transfer any shares shall offer to sell the shares to the corporation or its nominee in accordance with these restrictions. Any executor, administrator, trustee in bankruptcy, assignee in insolvency, receiver or any other person who shall become the holder of any shares otherwise than by issuance or sale by this corporation or by transfer in accordance with these restrictions shall offer to sell them to the corporation or its nominee in accordance with these restrictions, if the directors of this corporation decide to enforce these restrictions as to all or any part of the shares thus offered or acquired, they shall within ten (10) days after receipt of such offer or at any time after the holder fails to make the offer, mail to the holder notice of their decision.

If the value of shares is not agreed upon by the holder and the directors, each shall, within ten (10) days after the mailing of notice by the directors, appoint one arbitrator. If these two shall not agree they shall forthwith appoint a third. If not so appointed within twenty (20) days from the mailing of the notice, the third arbitrator shall be appointed by the then Secretary of State of Rhode Island. Within thirty (30) days from the mailing of the notice the value shall be fixed by at least two of the arbitrators and shall give immediate notice of their valuation to the holder and the corporation.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is Rear - ³⁴⁷3007 Post Road, Apponaug, Warwick, Rhode Island 02886 (add Zip Code) and the name of its initial registered agent at such address is: Andrew T. Quinn

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Andrew T. Quinn	259 Long Street, Warwick, R. I.
Andrew Quinn	259 Long Street, Warwick, R. I.
Theresa Quinn	259 Long Street, Warwick, R. I.

NINTH. The name and address of each incorporator is:

Name	Address
Andrew T. Quinn	259 Long Street, Warwick, R. I.
Andrew Quinn	259 Long Street, Warwick, R. I.
Theresa Quinn	259 Long Street, Warwick, R. I.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

JUNE 14 1980

Dated MAY 28, 1980

Andrew T. Quinn
Andrew Quinn
Theresa F. Quinn

STATE OF RHODE ISLAND } In the City } of PROVIDENCE
COUNTY OF } ~~PROV~~ }
PROVIDENCE

in said county this 28th day of May, A.D. 19 80

then personally appeared before me Andrew T. Quinn

Andrew Quinn

Theresa Quinn

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.

Francis P. Merrill
Notary Public

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