

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, Herman J. Aisenberg,

Alfred H. Joslin,

Jennie Landi,

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

S. RAPAPORTE & COMPANY

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the purposes of following purposes:

1. To manufacture, buy, sell, trade, import, export and generally and otherwise deal in and with gold and silver ware, metal ware, jewelry, precious and imitation stones, chains, silver and plated ware, gold, silver, brass and other metal ornaments, and all goods, wares and merchandise usually sold and dealt in by jewelry manufacturers and jobbers.
2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real and personal property of every description, or any interest or rights therein.
3. To engage in any other business incidental to or connected with the above.

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 result in 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 dividends on or a certain amount per share in liquidation of the capital stock of, and 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 the terms and conditions of the charter or articles of association so provide, 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.

(OVER)



SEVENTH. No capital stock shall be sold by any stockholder until it shall first have been offered in writing to the then Board of Directors of this corporation at the lowest price the stockholder shall be willing to sell, but in no event at a price in excess of the book value thereof on the last day of the business month preceding the offer, and said Board of Directors shall, within sixty days after the receipt of such offer, accept or reject the same. If said Board of Directors does not accept said offer within said sixty-day period, it shall be deemed to have rejected it. The stockholder shall have the right for a period not exceeding thirty days after rejection of such offer, to ~~offer~~ sell such stock at a price not less than that at which it was offered to the Board of Directors. If said stock shall not be sold within said thirty-day period, then it shall not be sold thereafter until the foregoing provisions have again been complied with. Any attempted transfer of said stock not in accordance with the provisions hereof shall be invalid.

The corporation shall have a lien on all shares of its stockholders for any indebtedness of the stockholder due to the corporation. The corporation may enforce said lien by selling said stock at a price not less than its book value on the last day of the business ~~month~~ month preceding the sale and may apply the proceeds of said sale to the indebtedness due it from said stockholder. If the proceeds of the sale exceed the amount of the indebtedness, such excess shall belong to the stockholder. No sale to enforce any such lien shall be made by the corporation until it has first given written notice of said sale to the stockholder at least thirty days prior thereto. For the purposes of carrying out the provisions hereof, the Board of Directors of the corporation are hereby constituted the irrevocable attorneys of the stockholder to sell the stock of the corporation in the name of the stockholder and to effectively transfer said stock on the books of the corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 2nd day of January, A. D. 19 48.

NAME.

RESIDENCE.  
(No. Street, City or Town)

*Thomas J. Crowley* 350 Taber Ave. Providence R.I.  
*Alfred H. Joslin* 25 South Angell St. Providence, R.I.  
*Jennie Landi* 13 Laufogno St., Johnston, R.I.

STATE OF RHODE ISLAND, } City of Providence  
 COUNTY OF PROVIDENCE } In the Town of  
 in said county this 2nd day of January, A. D. 19 48.

then personally appeared before me Harman J. Eisenberg,  
Alfred H. Joslin

Jennie Landi

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.

*Michael E. Smith*  
*Notary Public*

WITNESSES: A. MONT

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

J. RAJAPORTY & COMPANY

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

1900 20008

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 14066

Providence, January 2, 1948

I Hereby Certify That S. Rapaporte & Company

has paid into the State Treasury a fee of

Twenty-Five Dollars for Incorporation

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

\$ 25.00

Russell H. Kennedy
General Treasurer.

S. RAPAPORTE & COMPANY
Incorporation
\$25.00
FILED JAN 2 1948 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 19334 Providence..... December 4, ..... 19 53.

I Hereby Certify That S. Rapaporte & Company

has paid into the State Treasury a fee of

One Hundred seventy-five and <sup>80</sup>/<sub>100</sub> Dollars for Increase in capital stock

in accordance with the provisions of Chapter <sup>100</sup> 116, General Laws of 1938

\$ 175. 80

*Raymond H. DeFawkesley*  
General Treasurer.

--S. RAPAPORTE & COMPANY--

~~XXXXXXXXXX~~ Increase

\$175.80 ~~XXXXXXXXXX~~

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