

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we... Herbert F. DeSimone, Anne T. Kennedy and Albert N. McKendall

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... Anthonys Drug Stores, Inc.

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

To purchase, maintain and operate, retail and wholesale drug stores; to manufacture and compound drugs, chemicals and medicines; to buy, sell at wholesale and retail, and to deal in all kinds of drugs, chemicals, oils, paints and patent, proprietary and other medicines, and to carry on a general merchandise and drug business; to buy and sell and deal in at wholesale and retail, all drugs, medicines, paints, chemicals, sundries, soaps, perfumeries, liquors, surgical instruments, surgical appliances and apparatus, physicians and hospitals supplies, pharmaceuticals, and general merchandise and all other goods and other articles pertaining to the drug business; to operate soda fountains; to sell ice cream and other refreshments; to conduct lunch counters, to buy, sell and deal in, cigars, cigarettes, tobacco, candies, toilet articles, books and magazines and all other articles incidental to the drug store business; to fill prescriptions, to buy and sell real property and lease same; and do all other acts and things in connection with such business.

of directors and of shares or stock necessary to constitute a quorum, with provision for 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.

(OVER)

FOURTH. Said corporation shall be located in Providence, 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 One hundred ( 100 ) shares as follows, viz:— One hundred ( 100 ) shares of Common stock, without par value; and ( ) 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:—

[Empty space for describing classes of stock]

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 26th day of February, A. D. 19 57

NAME.	RESIDENCE. (No. Street, City or Town)
Herbert F. DeSimone	557 Fruit Hill Ave. No. Prov. R.I.
Anne T. Kennedy	58 Fisher St. No. Prov. R.I.
Albert N. McKendall	94 Ledge St. Prov. R.I.
<i>Herbert F. DeSimone</i>	<i>557 Fruit Hill Ave. No. Prov. R.I.</i>
<i>Anne T. Kennedy</i>	<i>58 Fisher St. No. Prov. R.I.</i>
<i>Albert N. McKendall</i>	<i>94 Ledge St. Prov. R.I.</i>

STATE OF RHODE ISLAND, }  
 COUNTY OF Providence } In the City of Providence  
 in said county this 26th day of February, A. D. 19 57  
 then personally appeared before me Herbert F. DeSimone, Anne T. Kennedy  
 and Albert F. McKendall

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. Pennucello*  
 Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ANTHONY'S DRUG STORES, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

FEB 27 1957

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