

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Christine De Marco,
Nicholas R. DiMuro and Anthony Porreca

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
CITY FINANCE, INC.

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

- a) Engaging in the business of making loans or advancements of money, with or without guarantee or security as evidenced by notes or pledges or mortgages upon chattels, and/or other personal property, assignment of wages, mortgages upon real estate; and/or otherwise, engaging directly or through subsidiaries in the business of making loans repayable in monthly installments or otherwise.
- b) Buying, holding, and selling notes, open accounts, bonds, debentures, income certificates of indebtedness or other evidences of debt and choses in action; and lending money in large or small sums with or without security therefore on any terms.
- c) Borrowing money for its use in its corporate business upon accounts, notes, bonds, income debentures and/or other evidences of indebtedness with or without giving security therefore upon such rate of interest and/or extent of participation as may be agreed upon as and when the board of directors shall from time to time determine; and generally to do all things necessary and incidental to the business conducted.

(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, ~~it authorized under the provisions of said Chapter 116 of the General Laws of Rhode Island,~~ 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.

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:—

If any stockholder or his executors or administrators shall
desire to sell any of his shares of stock, he shall first in
writing offer the same to the corporation at the lowest price
at which he is willing to sell the same, and if said offer is
not accepted by the corporation within thirty days, he may
then sell the same to any other party within the next
succeeding thirty days, but at no lower price nor on more
favorable terms than those offered to the corporation.

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 11th day of May, A. D. 19 54

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Christine De Marco</i>	<i>347 Mt. Pleasant Ave., Providence R.I.</i>
<i>Nicholas De Muro</i>	<i>992 Plainfield St. Johnston, R.I.</i>
<i>Anthony Porreca</i>	<i>40 Pershing St. Cranston R.I.</i>

STATE OF RHODE ISLAND, } In the City of Providence
COUNTY OF Providence } ~~YIMEX~~ }
in said county this 11th day of May, A. D. 19 54
then personally appeared before me *Christine De Marco, Nicholas R. DiMuro and Anthony Porreca*

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 Castrovillari
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

CITY FINANCE, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

MAY 11 1954 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 19879 Providence..... May 11, 19 54

I Hereby Certify That..... City Finance, Inc.....

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

William J. Caproni
General Treasurer.

CITY FINANCE, INC.

Incorporation

\$25.00

FILED MAY 11 1954