

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Edward S. Goldin, Thomas D. Pucci and Matthew J. Zito

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 Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of UNDERWOOD REALTY CORP.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in a general real estate business, including all transactions akin or incidental thereto, and without limiting the generality of the foregoing, to purchase, construct, build or otherwise acquire and obtain, hold, own, use, maintain, manage, develop, improve, sell, lease, exchange, mortgage, pledge, encumber, and otherwise deal in and with, whether as principal, agent, broker or otherwise, lands, buildings and real estate of every nature and description and to do any and all acts necessary or incidental to the foregoing or any part thereof. Also in transacting the business of investing on behalf of itself and others, any part of its capital or such additional funds as it may obtain, or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same; loaning moneys upon the security of real estate, personal property; conditional sales agreements or without security; investing in stocks, bonds and other securities and the doing of any and all acts incidental to the foregoing.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 with 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, ~~for or on behalf 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 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

(City or Town)

(Or if capital stock is without par value)

Six Hundred

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(Further provisions not inconsistent with law)

SEVENTH The capital stock of the corporation without par value may be issued from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate as may be determined from time to time by the Board of Directors or the Stockholders.

EIGHTH None of the shares of capital stock of the corporation shall be sold, pledged, or transferred unless the owner thereof shall first offer the same to the corporation in accordance with the provisions of the by-laws.

NINTH The Incorporators hereof shall have the power to amend these Articles of Association.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 19th day of January, A. D. 1966

NAME	RESIDENCE (No. Street, City or Town)
<i>Thomas D. Pucci</i>	Thomas D. Pucci, 40 Brentwood Avenue, Providence, Rhode Island
<i>Edward S. Goldin</i>	Edward S. Goldin, 118 Warrington Street, Providence, Rhode Island
<i>Matthew J. Zito</i>	Matthew J. Zito, 35 Beach Street, North Providence, Rhode Island

STATE OF RHODE ISLAND, } City
COUNTY OF Providence } In the } of Providence
in said county this 19th day of January, A. D. 1966
then personally appeared before me Thomas D. Pucci, Edward S. Goldin and Matthew J. Zito

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.

Linda C. Felici
Notary Public
Notary Public

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(BUSINESS CORPORATION) X

ORIGINAL

ARTICLES OF ASSOCIATION OF

UNDERWOOD REALTY CORP.

FILED OF 265 (3-1-65) 5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 19 1966 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 35634 Providence *June 19* 19*66*

I Hereby Certify That *Underwood Realty Corp.*

has paid into the State Treasury a fee of *100.00*
100.00 Dollars for *incorporation*
in accordance with the provisions of 7-1-9, General Laws.

General Treasurer.

Underwood Realty Corp.
Incorporation
\$80.00
FRIED JAN 19 1966