

State of Rhode Island and Providence Plantations

ORIGINAL ~~DUPLICATE~~ ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all men by these Presents, That we David S. LaSalle, Janino C. LaSalle,
and Richard N. LaSalle

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
David LaSalle, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of carrying on in all its branches a general livestock and stock-raising farm and horse business; to buy, sell, exchange, breed, train, raise, export, import, and transport horses; to show horses for purposes of exhibition, public and private; to use horses for instructional purposes, and to generally deal in horses, cattle, and all kinds of domestic animals; to buy, own, operate, and carry on one or any number of harness and leather businesses; to buy and sell, and generally to deal in all types and kinds of harness, horse carriages, saddles and all other equipment and materials incidental to the riding, driving, training, breeding, raising, and displaying of horses, ponies, and all other kinds of domestic animals.

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, 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(over)

FOURTH. Said corporation shall be located in No. Scituate, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be ~~two hundred~~ (\$ 200,000) dollars as follows, viz: Common stock in the amount of ~~two hundred~~ (\$ 200,000) 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 two hundred (200) shares as follows, viz:— two hundred (200) shares of Common stock, without par value; and ~~two hundred~~ (200) 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:—

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

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this SEVENTEENTH day of JANUARY, A. D. 1968.

NAME	RESIDENCE (No. Street, City or Town)
<u>David S. LaSalle</u>	<u>Peep Toad Road, No. Scituate, R. I.</u>
<u>Janine C. LaSalle</u>	<u>Peep Toad Road, No. Scituate, R. I.</u>
<u>Richard N. LaSalle</u>	<u>866 County Street, Somerset, Mass.</u>

MASSACHUSETTS
STATE OF ~~RECORDING~~ } City }
COUNTY OF BRISTOL } In the } of Somerset
Town }
In said county this twenty-fourth day of January, A. D. 1968.
then personally appeared before me the above-named David S. LaSalle,
Janine C. LaSalle, and Richard N. LaSalle

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.

Jeremiah V. Luongo
Notary Public, for the
Commonwealth of Massachusetts
My Commission Expires December 30, 1971

State of Rhode Island and Providence Plantations

January 28,

19 68

TO THE SECRETARY OF STATE,
PROVIDENCE, R. I.

The following is the name and address of the treasurer

of David LaSalle, Inc.

a corporation incorporated under the laws of the State of Rhode Island, viz:—

David S. LaSalle

(Name)

Peep Toad Road, No. Scituate, Rhode Island

(Address)

elected treasurer on the twenty-sixth day of January, A. D. 19 68

Filed in accordance with the provisions of § 7-2-16 of the General Laws, 1956, as amended, viz:—

FILING NAME OF TREASURER.—RESIDENT AGENT.

Every corporation shall file in the office of the secretary of state the name and address of its treasurer forthwith upon the election of such treasurer, and shall appoint and have and continuously maintain in this state by written power filed in the office of the secretary of state some competent person resident in this state as its resident attorney with authority to accept service of process against such corporation in this state, and upon whom all process including the process of garnishment against such corporation in this state may be served. Such power of attorney shall state therein the business address, including street and number, if any, of the said resident attorney and thereafter if such resident attorney shall change his business address he shall forthwith, within ten (10) days subsequent to any such change file in the office of the secretary of state written notice setting forth his current business address. If such resident attorney shall die, resign, or remove from the state, such corporation shall forthwith make a new appointment as aforesaid and file such power in the office of the secretary of state. No such power of attorney shall be revoked until after some other competent person resident in this state shall have been appointed as aforesaid by power of attorney filed as aforesaid. Service of process upon such resident attorney shall be deemed sufficient service upon the corporation. Any corporation which shall neglect or fail to appoint a resident attorney and file such power of attorney, or fail to file the name and address of its treasurer, in the office of the secretary of state as above provided for a period of thirty (30) days after filing its articles of association in connection with an initial appointment or after the death, resignation, removal from the state, or revocation in connection with a subsequent appointment shall be liable to a penalty of not exceeding five hundred dollars (\$500.). A corporation which has filed the name and address of its treasurer as above provided need not file the same again upon the reelection of such treasurer.

Upon the filing of any power of attorney required by this section the fee prescribed by section 7-1-10 hereof shall be paid. * * *

David LaSalle, Inc.

(Name of Corporation)

by Janine C. LaSalle

Janine C. LaSalle (Officer making return)

Secretary-Clerk

(Designation of Office)

NO FILING FEE REQUIRED



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 38486

Providence

Jan 25, 1968

I Hereby Certify That David Lasalle, Inc.

has paid into the State Treasury a fee of
Twenty Dollars for
in accordance with the provisions of 7-19, General Laws.

Raymond H. Afaiohale

General Treasurer.

(BUSINESS CORPORATION)

DEEMED ORIGINAL

ARTICLES OF ASSOCIATION OF

DAVID LASALLE, INC.

JAN 25-68 STATE 245 CORP. & GEN. 100

ORIGINAL FILED IN THE OFFICE OF THE

SECRETARY OF STATE

JAN 25 1968

19

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Secretary of State

hereby certify that

filed in the office of the Secretary of State on the
day of , A. D. 19 , an original and a duplicate
of the articles of association for forming a corporation under the name of

and that the foregoing is the duplicate of said articles of association.

WITNESS my hand and the seal of the State of
Rhode Island this
day of , in
the year

Secretary of State.