

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we JOHN R. COSENTINO, S. THOMAS COTRONEO and MARIE DEL BONIS

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.

SECOND. Said corporation shall be known by the name of ROSSI AUTO BODY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of Operating an auto body and repair shop for the purpose of repairing automobiles and motor vehicles of all kinds and description including motor boats and to perform any and all acts incidental thereto.

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)

SEVENTH No stockholder of the corporation shall sell any of the stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same, and giving to the corporation the right to purchase said stock at the lowest possible price at which he is willing to sell, before the same shall be sold to any other party. The corporation shall exercise the right to purchase the stock offered to it within 30 days from the date of the receipt of said offer, and if not accepted within said time, the stockholder shall be at liberty to make sales of the stock so offered to the corporation in open market for not less than the price offered to the corporation. By unanimous consent of the stockholders present at any meeting, the holder of stock may be authorized and be permitted to transfer the same to any other person or persons and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before offering the same for sale to any other person.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this ~~XXXX~~ 20th day of ~~XXXX~~ Dec., A. D. 19 62.

NAME	RESIDENCE (No. Street, City or Town)
<i>John R. Cosentino</i>	<i>21 Chancer St - Paw RI</i>
<i>S. Thomas Cotroneo</i>	<i>105 White Av. Paw RI</i>
<i>Marie Del Bonis</i>	<i>77 Verena St. Cranston, R.I.</i>

STATE OF RHODE ISLAND, }
 COUNTY OF PROVIDENCE } In the City of PROVIDENCE
 in said county this ~~XXXX~~ 20th day of Dec. ~~XXXX~~, A. D. 19 62
 then personally appeared before me John R. Cosentino, S. Thomas Cotroneo
 and Marie Del Bonis

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.

John R. Cosentino
 Notary Public.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ROSSI AUTO BODY, INC.

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 15 1963

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January 10, 1963

Secretary of State
State House
Providence, Rhode Island

Gentlemen:

Please be advised that Rossi Auto Parts Inc. have no objection to the use of the name Rossi's Auto Body Inc., and hereby consent to the use of said name.

ROSSI AUTO PARTS INC.

By

Anthony Rossi Pres.

Donald A. Hill Vice Pres.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 31383

Providence

Jan 15, 1963

I Hereby Certify That Rossi Auto Body, Inc.

has paid into the State Treasury a fee of

Eighty Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. D'Avola
General Treasurer.