

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is B and B, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To own and operate an auto parts store, to obtain a franchise for an auto parts business, to engage in the business of buying and selling auto parts at retail and wholesale and for any other legal purpose.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares 4,000 shares Common stock, \$1.00 par value.
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

- (b) *If more than one class:* Total number of shares _____
(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

If the holder of a share, or shares, of stock of this corporation desires to sell or transfer the same, said stockholder shall first offer in writing to sell his said stock to the corporation at a price to be agreed upon by said stockholder and the remaining stockholders of the corporation. If no agreement can be reached as to the price to be paid for the stock, said stockholder and the corporation shall each select an appraiser, and the two appraisers so selected shall select a third appraiser, and the fair price to be paid for the stock shall be decided by a majority of the appraisers within ten (10) days after the selection of the third appraiser. The corporation shall have thirty (30) days after the price of the stock is determined to purchase said stock or to find a stockholder of the corporation willing to purchase the same, and on tender of the purchase price to him, the selling stockholder shall assign his said stock to the purchaser. In the event of failure of the corporation to purchase or to find any other stockholder willing to purchase within said period of thirty (30) days, the selling stockholder thereafter shall be free to sell or transfer said stock to any person.

Nothing herein contained, however, shall limit the right of a stockholder to dispose of his stock by a testamentary document, or affect the transfer of ownership of stock from a decedent stockholder, to his heirs at law or next of kin under the provisions of the statutes of descent and inheritance.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

There shall be no Board of Directors and the management of the corporation shall be vested in the shareholders.

This shall be a closed corporation.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if all the shareholders entitled to vote thereon consent in writing.

SEVENTH. The address of the initial registered office of the corporation is 1238 East Main Road, Portsmouth, R.I. 02871 (add Zip Code) and the name of its initial registered agent at such address is: Peter M. Benson

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Peter M. Benson, Pres. & Treas.	1238 East Main Rd., Portsmouth, RI
Susan Benson, Secretary	1238 East Main Rd., Portsmouth, RI

NINTH. The name and address of each incorporator is:

Name	Address
Patrick O'N. Hayes, Jr.	61 Long Wharf, Newport, R.I.
Anne Barat Corcoran	61 Long Wharf, Newport, R.I.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing of these Articles of Incorporation

Dated June 19, 1981

Patrick O'N. Hayes Jr.
Anne B. Corcoran

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.

Marion Nagelheit
Notary Public

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