

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we.....Anthony C. Fratanuono.....
Bernard C. Gladstone, and Americo Campanella.....

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.....

Coletta's Downtown Auto Service, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of.....engaging in the business of repairing motor.....
vehicles; buying and selling at wholesale or retail used motor.....
vehicles; selling and buying gasoline, oil, and motor vehicle.....
parts and accessories of every kind and nature; storing, parking,.....
towing, and servicing motor vehicles; and in general engaging.....
in all manner of business relating to a motor vehicle service station.....
and doing and performing everything in connection therewith and.....
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)

(Or if capital stock is without par value)

as follows, viz:— Six Hundred (600) shares of Common stock, without par value; and

(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:—

[illegible]

(Further provisions not inconsistent with law)

SEVENTH: The corporation shall have the right in case of sale of any stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The corporation shall have the power to accept or reject such offer. Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty (60) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party but not for a price lower than that at which such stock shall have been previously offered to the corporation. The corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation. The corporation may in particular instances consent to any such proposed sale, but no consent or waiver shall extend to other or subsequent instances.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of December, A. D. 1964

NAME	RESIDENCE (No. Street, City or Town)
<u>Anthony C. Frattantuono</u>	<u>14 Birchwood Drive, North Prov., R.I.</u>
<u>Bernard C. Gladstone</u>	<u>134 Woodbine Street, Prov., R.I.</u>
<u>Americo Campanella</u>	<u>1172 Smith Street, Prov., R.I.</u>

STATE OF RHODE ISLAND, } City }
COUNTY OF Providence } In the } of Providence
} Town }
in said county this 31st day of December, A. D. 19 64
then personally appeared before me Anthony C. Frattantuono, Bernard
C. Gladstone, and Americo Campanella

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.

Angelo R. Rinaldi
Notary Public

A 1587 ✓ X
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Coletta's Downtown Auto
Service, Inc.

REC 31-61, SEC. OF STATE 197 CD*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 31 1964 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 34090 Providence Dec 31, 1964

I Hereby Certify That Coletta's Downtown Auto Service, Inc.

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

Raymond H. D'Amato

General Treasurer.