

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

JOHN J. McHALE & SONS, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is JOHN J. McHALE & SONS, INC.

SECOND: The shareholders of the corporation on November 20, 1980, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Amends Article NINTH to read as follows:

The corporation shall have an option in case of sale of common stock by any shareholder to purchase said stock at book value, determined as of the end of the last preceding fiscal year, payment therefor to be made in installments covering a period of not more than ten (10) years.

Provided, however, said option to purchase shall be exercised by the corporation within a period of thirty (30) days from the time of receipt of a written notice by the treasurer of the stockholder's intention to sell his stock.

Provided, further, however, that if, after November 1, 1980, any shareholder shall enter into a Stock Purchase Agreement with the corporation, then the terms and conditions of such Agreement shall determine the restrictions and all other terms and conditions applicable to any transfer of the shares of common stock owned by such shareholder.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 6,290 ; and the number of shares entitled to vote thereon was 6,290

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None.	

FIFTH: The number of shares voted for such amendment was 4106 ; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None.		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No change.

Dated November 20, 1980

JOHN J. McHALE & SONS, INC.

By *Francis Q. McHale*
Its President
and *Thomas McHale*
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 20th day of
November, 1980, personally appeared before me Francis
A. Mc Hol, who, being by me first duly sworn, declared that he is the President
of John J. McHol & Sons Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

John J. Harting
Notary Public

(NOTARIAL SEAL)

My Commission Expires
June 30, 1984

360

.....*06.....3000

H2088 1727A14.....300081

NOV 29 1988

