

**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Corp. I.D. #

92227

Robert Abel & Co., Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Robert Abel & Co., Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is April 1, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 195 Merrimac Street, Woburn, Massachusetts 01888

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System  
C T CORPORATION SYSTEM

*Signature*

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Sale, rental, and servicing of materials handling equipment. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

OCT 2 1989

By [Signature] #1

175208

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Ross K. Colquhoun	Director	195 Merrimac Street, Woburn, Massachusetts 01888
John Croce	Director	195 Merrimac Street, Woburn, Massachusetts 01888
William B. Lynn	Director	195 Merrimac Street, Woburn, Massachusetts 01888
Michael Romano	Director	195 Merrimac Street, Woburn, Massachusetts 01888
Paul J. Sternberg	Director	195 Merrimac Street, Woburn, Massachusetts 01888
See attached list of officers	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200,000	Common	(No series)	NO PAR

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
0	Common	(No series)	NO PAR

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,400,000



TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 20,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,200,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Robert Abel & Co., Inc.  
[Exact Corporate Name of Corporation Making Application]

By  John Croce  
Its President  
and  Paul J. Sternberg  
Its Secretary Clerk

STATE OF *MA* } SC.  
COUNTY OF *Middlesex*

At Woburn, Ma in said County on the 3rd day  
of October 1996, before me personally appeared John Croce  
, who being by me first duly sworn, declared that  
he is the President of Robert Abel & Co., Inc.  
that he signed the foregoing document as such president of the  
corporation, and that the statements therein contained are true.

*Marie J. Maher*  
Notary Public

(NOTARIAL SEAL)

STATE OF NEW YORK )  
COUNTY OF CHENANGO )SS

At Greene, New York in said County on the 4th day of October, 1996, before me personally appeared Paul J. Sternberg, who being by me first duly sworn, declared that he is the Clerk (a Secretary is known as a Clerk in the state of MA.) of Robert Abel & Co., Inc., that he signed the foregoing document as such Clerk of the corporation, and that the statements therein contained are true.

Cathy J. Hawkes  
Notary Public  
CATHY J. HAWKES  
Notary Public, State of New York  
Residing in Broome County  
My Commission Expires 5/1/97  
Registration No. 4891558

Appendix to Rhode Island  
Application for Certificate of Authority

**Officers of  
Robert Abel & Co., Inc.**

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1. Ross K. Colquhoun, Chairman  
195 Merrimac Street  
Woburn, Massachusetts 01888
2. John Croce, President, Chief Operating Officer  
195 Merrimac Street  
Woburn, Massachusetts 01888
3. William B. Lynn, Treasurer  
195 Merrimac Street  
Woburn, Massachusetts 01888
4. Michael Romano, Chief Executive Officer  
195 Merrimac Street  
Woburn, Massachusetts 01888
5. Paul J. Sternberg, Clerk  
195 Merrimac Street  
Woburn, Massachusetts 01888

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

### ARTICLE I

The name of the corporation is:

RVN CORPORATION

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Continuation Sheet 2A attached.

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C ☐  
P ☐  
M ☐  
R.A. ☐

P.C.

Note. If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

### ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

#### WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	200,000
PREFERRED:	

#### WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

### ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established with:

N/A

### ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None

### ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

See Continuation Sheets 6A and 6B attached.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

CONTINUATION SHEET 2A

RVN CORPORATION

1. To engage in the business of the sale of material handling machinery and equipment and the provision of repairs and service to such equipment.

2. The Corporation is also being formed for the following purposes:

(i) To borrow money or otherwise incur indebtedness or liability for carrying on the business of the Corporation or for carrying out, effecting or furthering any one or more of the purposes or powers of the Corporation; to secure the payment, satisfaction or discharge of the same and any interest thereon and for that to the restrictions and conditions hereby imposed, to mortgage, pledge or otherwise charge any part or all of the original or after-acquired property, assets, rights and franchises of the Corporation, and to issue, sell, mortgage, pledge or otherwise dispose of, and to purchase or otherwise acquire, its bonds, debentures, notes or other obligations or evidences of indebtedness or liability, and to exercise all powers necessary or incidental to the conduct of such business;

(ii) To acquire by purchase, deed, mortgage, lease or by any other method and to hold, maintain, operate, improve, develop, sell, exchange, lease, mortgage and pledge real and personal property of every kind, character and description, and wheresoever situated; and

(iii) To carry on any business permitted and enjoy all rights and powers granted by the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the General Laws, as amended.

CONTINUATION SHEET 6A

6. Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

No Director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders. (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the Director derived an improper personal benefit.

No Director or officer shall be disqualified by his office from dealing or contracting as vendor, purchaser or otherwise, whether in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any Director or officer so dealing or contracting be liable to account for any profit or benefit realized through any such dealing or contract to the corporation or to any stockholder or creditor thereof solely because of the fiduciary relationship established by reason of his holding such Directorship or office. Any such interest of a Director shall not disqualify him from being counted in determining the existence of a quorum at any meeting nor shall any such interest disqualify him from voting or consenting as a Director or having his vote or consent counted in connection with any such dealing or contract.

No stockholder shall be disqualified from dealing or contracting as vendor, purchaser or otherwise, either in his individual capacity or through any other corporation, trust, association, firm or joint venture in which he is interested as a stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association, firm or joint venture in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any stockholder so dealing or contracting be liable to account for any profit or



## ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

## ARTICLE VIII

a. The post office address of the corporation IN MASSACHUSETTS is:

195 Merrimac Street, Woburn, MA 01801

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Rocco V. Nenarella	301 Farms Drive Burlington, MA 01803	Same
Treasurer:	Rocco V. Nenarella	Same	Same
Clerk:	Frederick H. Grein, Jr.	79 Colbert Road East West Newton, MA 02165	101 Federal Street. Boston, MA 02110
Directors:	Rocco V. Nenarella	Same	Same
	Jean T. Nenarella	301 Farms Drive Burlington, MA 01803	Same

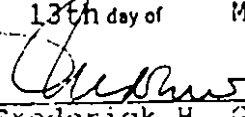
c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

## ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 13th day of March 1985.

  
\_\_\_\_\_  
Frederick H. Grein, Jr., Esq.  
101 Federal Street, Boston, MA 02110

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

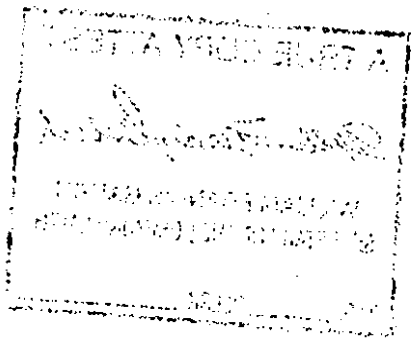
CONTINUATION SHEET 6B

benefit realized through any such contract or dealing to the corporation or to any stockholder or creditor thereof by reason of such stockholder holding stock in the corporation to any amount, nor shall any fiduciary relationship be deemed to be established by such stockholding.

Meetings of the stockholders of the corporation may be held at any place within the United States.

The corporation may be a partner in any business enterprise it would have power to conduct by itself.

The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.



C ☒

P ☐

M ☐

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment shall be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:


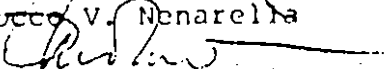
KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

CHANGE the total to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON			
PREFERRED			

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this  
16th day of November, in the year 19 89.

  
Rocco V. Menarello  
  
Frederick H. Grein, Jr.

President ~~XXXXXX~~

Clerk ~~XXXXXX~~

SECRETARY OF STATE  
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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$ 100.00  
having been paid, said articles are deemed to have  
been filed with me this 29<sup>th</sup>  
day of November, 1989.

A TRUE COPY ATTEST

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH

DATE 10/22/90 CLERK *MS*

*Michael Joseph Connolly*  
MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

10: Frederick H. Grein, Jr., Esq.  
HUTCHINS & WHEELER

101 Federal Street

Boston, MA 02110

Telephone 617/951-6500

Copy Mailed