

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 Melbro, 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 transact and conduct any and all lawful business for which corporations may be incorporated under Title 7, Chapter 1.1, of the General Laws (1956), as amended; and, in general, to carry on and conduct any and all lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

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, association,

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

(a) *If only one class:* Total number of shares 1,000

(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.)

All such shares are to be common stock 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.)

Said shares of common stock, without par value, may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal properties, tangible or intangible, or real estate, as may be fixed from time to time by the vote of the holders of the majority of such class of common stock then outstanding and entitled to vote at a meeting called for such a purpose.

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: In the event that any holder of any shares of capital stock of said corporation shall desire to transfer the same, he shall first offer the same for sale to said corporation at the lowest price at which he is willing to transfer the same; provided, however, that said corporation, upon the vote of the majority of the issued and outstanding shares of capital stock voting, exclusive of the shares offered for sale, as aforesaid, shall elect to purchase said shares within ten (10) days from the date upon which it is notified of said offer, and said price, by said holder of such shares; and further, said corporation shall notify said holder of such shares of its said election within forty eight (48) hours after said vote is cast, in writing by registered mail, or hand delivery, addressed to the last and usual place of abode of said holder of such shares; and in the event that said corporation shall not elect to purchase said shares, or shall fail to give notice, as aforesaid, said holder of such shares shall thereupon offer the same for sale to the other shareholders of said corporation at the lowest price at which he is willing to sell the same, and, provided, any shareholder shall elect to purchase all or a portion of said shares within ten (10) days from the date on which they are notified of said offer, or, if more than one (1) shareholder, then such shares shall be prorated among them or such of them as elected to purchase, said shareholder shall give notice of his election to purchase in writing by registered mail or hand delivery, addressed to the last and usual place of abode of said holder of such shares; otherwise, said holder of such shares may sell such shares (to any other person at a price not less than that offered to said corporation and said other shareholders.

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

The business of the corporation shall be managed by the shareholders of the corporation, rather than by a Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 87 Beacon Street, Middletown, Rhode Island (add Zip Code) and the name of its initial registered agent at such address is: Robert M. Silva, 112 Bellevue Avenue, Newport, Rhode Island

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, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
None yet elected	

NINTH. The name and address of each incorporator is:

Name	Address
Robert M. Silva	39 Squantum Drive, Middletown, R.I.
Laurent L. Rousseau	112 Watson Drive, Portsmouth, R.I.

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

May 1, 1973

Dated April 25, 1973:

Robert M. Silva
Laurent L. Rousseau

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.

Salvatore L. Vignadamo
Notary Public

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