

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we ALVIN N. BIENER,  
M. LOUIS ABEDON, and  
JULIUS C. MICHAELSON

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 TAMCO SALES, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of

1. carrying on and conducting a general agency business, to act and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase, and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds relating to any and all kinds of businesses, for any and all purposes.
2. To hold, acquire, convey, and otherwise deal in and with patents, copyrights, trademarks, and trade secrets of every nature and description.
3. To hold, acquire, mortgage, lease, convey, and otherwise deal in real estate.
4. To buy, sell, and otherwise deal in and with notes, stocks, bonds, or other instruments and investments.

(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 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)

FOURTH. Said corporation shall be located in Providence, Rhode Island.  
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be \_\_\_\_\_ (\$ \_\_\_\_\_) dollars as follows, viz:  
Common stock in the amount of \_\_\_\_\_ (\$ \_\_\_\_\_)  
dollars to be divided into \_\_\_\_\_ ( \_\_\_\_\_ ) shares of  
the par value of \_\_\_\_\_ (\$ \_\_\_\_\_) dollars each; and  
Preferred stock in the amount of \_\_\_\_\_ (\$ \_\_\_\_\_)  
dollars, to be divided into \_\_\_\_\_ ( \_\_\_\_\_ ) shares, of  
the par value of \_\_\_\_\_ (\$ \_\_\_\_\_) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be  
\_\_\_\_\_ SIX HUNDRED ( -600- ) shares  
as follows, viz:— \_\_\_\_\_ SIX HUNDRED ( -600- ) shares of  
Common stock, without par value; and  
\_\_\_\_\_ ( \_\_\_\_\_ ) shares of  
Preferred stock, without par value.

(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:—

SIXTH. (If not perpetual) The period of duration of said corporation shall termi-  
nate \_\_\_\_\_

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereto set our hands and stated our residences  
this seventh day of June, A. D. 19 66

NAME	RESIDENCE (No. Street, City or Town)
<i>Alvin N. Biener</i>	136 Ninth Street, Providence, R.I.
<i>M. Louis Abedon</i>	29 Cde Farm Court, Providence, R.I.
<i>Julius C. Michaelson</i>	78 Lorraine Avenue, Providence, R.I.

STATE OF RHODE ISLAND, } City }  
COUNTY OF Providence } In the } of Providence  
in said county this seventh day of June, A. D. 19 66

then personally appeared before me Alvin N. Biener,

M. Louis Abedon, and

Julius C. Michaelson

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.

*Richard J. Maitland*  
Notary Public

567 ✓  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

TAMCO SALES, INC.

UN 10-66 SEC. OF STATE 077 00000005.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN 9 1968 19

State of Rhode Island and Providence Plantations  
OFFICE OF THE GENERAL TREASURER  
No 36214 Providence June 9, 1966  
I hereby certify That  
TAMCO SALES, INC.  
has paid into the State Treasury a fee of  
Eighty Dollars for  
Incorporated  
in accordance with the provisions of 7-1-9, General Laws.  
General Treasurer  
*Raymond H. Murphy*