

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Irving I. Zimmerman,  
Ruth LaRochelle, and Joseph J. Roszkowski, Jr.

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  
House of Brides, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of carrying on and conducting a commercial wearing apparel business, including importing, exporting, wholesaling and retailing of all kinds of men's, women's and children's clothing; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world so far as is expedient in conducting the business of this corporation; and in general carrying on any other lawful business whatsoever in connection with the foregoing or which may directly or indirectly promote the interests of the corporation or enhance the value of its properties.

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)

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

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Ten Thousand (\$ 10,000 ) dollars as follows, viz:  
Common stock in the amount of None (\$            )  
dollars to be divided into            (            ) shares of  
the par value of            (\$            ) dollars each; and  
Preferred stock in the amount of Ten Thousand (\$ 10,000 )  
dollars, to be divided into one hundred ( 100 ) shares, of  
the par value of one hundred (\$ 100.00 ) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be  
Five Hundred ( 500 ) shares  
as follows, viz:— five hundred ( 500 ) shares of  
Common stock, without par value; and  
None (            ) 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:—

The holders of the shares of preferred stock shall be and are entitled to receive and shall so receive dividends on the value of such stock at the rate of six per cent (6%) per annum, which shall be cumulative and which shall be set aside or paid before any dividend shall be set aside or paid upon the shares of common capital stock. The voting power of the shares of capital stock in this corporation shall be vested wholly in the holders of the shares of common capital stock. The preferred capital stock shall have no voting power whatever. In the event of the liquidation or dissolution or the winding up of the business affairs of this corporation, the holders of the preferred shares of capital stock shall be and they are entitled to be paid first for the full and determined value of their shares, together with unpaid dividends up to the time of the payment; after the payment to the preferred stockholders, the remaining assets of the corporation shall be distributed among the holders of the common capital stock to the extent of their respective shares.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate           

(Further provisions not inconsistent with law)

SEVENTH Subject to restrictions as to sale of stock as  
contained in the by-laws.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 25<sup>th</sup> day of August, A. D. 19 67.

NAME	RESIDENCE (No. Street, City or Town)
Irving I. Zimmerman	45 State St, Woonsocket, R.I.

Ruth LaRoche	86 Pine St, Woonsocket, R.I.
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Joseph J. Roszkowski, Jr.	6 Walker St. Lincoln, R.I.
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STATE OF RHODE ISLAND, } City } of Woonsocket  
 COUNTY OF Providence } In the }  
 in said county this 25<sup>th</sup> day of August, A. D. 19 67.  
 then personally appeared before me Irving I. Zimmerman, Ruth LaRoche,  
 and Joseph J. Roszkowski, Jr.,

each and all known to me and known by me to be the parties executing the foregoing

X 838 ✓  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

House of Brides, Inc.

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

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