

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we ELLIOT S. COHEN, WILLIAM Y. CHAIKA and BEVKRLY A. CULLA

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 WINKLER ASSOCIATES, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-8 of the General Laws) for the purpose of manufacturing, distributing, buying and selling (wholesale and retail) any and all jewelry products, gift and novelty items of whatever kind and nature and to do all things necessary and incidental thereto, including the sale and purchase of real estate and whatever else may be necessary for the profitable and successful handling of corporate matters.

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 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:--

PREEMPTION CLAUSE: The corporation shall have the right in case of sale of any stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The Board of Directors shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party but not for a price lower than that at which such stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock upon the books of the corporation. The Directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

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

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this thirtieth day of December, A. D. 19 68

NAME	RESIDENCE (No. Street, City or Town)
<i>Elliot S. Cohen</i>	4 Driftwood Drive, Barrington, R. I.
<i>William Y. Chaika</i>	112 Everett Avenue, Providence, R. I.
<i>Beverly A. Culla</i>	192 Eldridge Street, Cranston, R. I.

STATE OF RHODE ISLAND, }  
 COUNTY OF PROVIDENCE } In the City of PROVIDENCE  
 T666X  
 in said county this thirtieth day of December, A. D. 1968  
 then personally appeared before me Elliot S. Cohen, William Y. Chaika and Beverly A. Culla

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.

*Raymond R. Coia*  
Notary Public

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✓  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 40042

Providence January 2, 19 69

I Hereby Certify That WINKLER ASSOCIATES, INC.

has paid into the State Treasury a fee of Eighty Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

*Raymond J. General Treasurer*