

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Edward H. Torgen, Charles J. Rogers, Jr. and Brooke Caron

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

BERT FERRAGAMO PLUMBING & HEATING CO., INC.

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

for the purpose of installing and repairing heating plants, gas fittings and apparatus in buildings, and to do a general plumbing business, to engage in the buying and selling and manufacturing of plumbing and heating supplies of every kind, nature and description, both domestic and industrial, and in the buying and selling of all building supplies and equipment of any kind, nature or description whatsoever, and to buy, own, lease, mortgage, grant, bargain, sell and convey real and personal property necessary and convenient for carrying on the business of the general nature herein specified, and generally to do and perform everything necessary for carrying out the aforesaid purposes.

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 Johnston, 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  
 Five Hundred ( 500 ) shares  
 as follows, viz:— Five Hundred ( 500 ) 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:—

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

(Further provisions not inconsistent with law)

SEVENTH: PREEMPTION CLAUSE: The corporation shall have the right to purchase ~~SEVENTH~~ its common stock at the lowest price at which the holder thereof is willing to sell the same before the same shall be sold to any other party and no sale or transfer of the common stock of the corporation to any party other than the corporation shall be valid nor shall any share of such stock be transferred on the books of the corporation to any party other than the ~~ESP~~ corporation / ~~EXHIBIT~~ unless said stock shall have first been offered in writing to the corporation by the holder of record thereof for sale at a designated price, nor, such offer having been made, unless the corporation fails to accept said offer within thirty (30) days from the date of receipt thereof or prior to the expiration of said thirty (30) days shall ~~NOT~~ give notice in writing to the holder of such stock that it does not desire to accept said offer and no sale or transfer of the stock of the corporation at a price lower than that at which the same shall have been offered in writing to the corporation shall be valid or give any person the right to a transfer of the same on the books of the corporation. Nothing herein contained shall prevent the transfer of the shares of stock by will or intestacy.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 29th day of August, A. D. 1967

NAME	RESIDENCE (No. Street, City or Town)
<i>Edward H. Torgen</i>	<i>100 Honeysuckle Road, Warwick, R.I.</i>
<i>Charles J. Rogers, Jr.</i>	<i>69 Parkway Drive, Warwick, Rhode Island</i>
<i>Brooke Caron</i>	<i>106 Pinecrest Drive, Pawtucket, Rhode Island</i>

STATE OF RHODE ISLAND, } City }  
COUNTY OF PROVIDENCE } In the } of Providence  
} ~~Bowen~~ }  
in said county this 29th day of August, A. D. 19 67  
then personally appeared before me Edward H. Torgen, Charles J. Rogers, Jr. and Brooke Caron

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.

*Glenn H. Griffin*  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

BERT FERRAGAMO PLUMBING &  
HEATING CO., INC.

AUG 30-67 REC-OF STATE 801 00\*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

AUG 30 1967 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 37873

Providence Aug 30 1967

I Hereby Certify That Bert Ferragamo Plumbing & Heating Co., Inc.

has paid into the State Treasury a fee of \$5.00  
in accordance with the provisions of 7-1-9, General Laws.

Raymond A. Jacobson  
General Treasurer.