

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we *Patrick O'N. Hayes,*
William W. Corcoran and Arthur W. Murphy, all of the City
and County of Newport, State of Rhode Island

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
CHASE FARMS, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of *conducting farming operations, including the*
raising of crops and selling of produce.

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 Portsmouth, 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
---Two Hundred--- (200) shares
as follows, viz:--- (200) 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:—

~~The stock of this corporation shall be issued subject to the condition, which shall be inserted in each certificate, that if the holder of a share, or shares, of stock of this corporation desires to sell or transfer the same, said stockholder shall first offer in writing his said stock to the corporation at its then adjusted tax value (i.e. a valuation determined on the basis of the last prior federal income tax return of the corporation adjusted to the date of the offer in accordance with accepted accounting principles), and the corporation shall have thirty (30) days after the receipt of said notice either to purchase said stock so offered or to find a stockholder of the corporation willing to purchase said stock, and upon tender by the corporation or by the purchasing stockholder of the purchase price (the said adjusted tax value of said stock) to the selling stockholder, the selling stockholder shall assign his said stock to the purchaser. In the event of the failure of the corporation either to purchase or to find a stockholder willing to purchase said stock within said period of thirty (30) days, the selling stockholder shall thereafter be free to sell or transfer said stock to any person. Nothing herein contained however, shall limit the right of a stockholder to dispose of stock by a testamentary document, or affect the transfer of ownership of stock from a decedent stockholder to his next of kin under the provisions of the statutes of descent and inheritance.~~

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 18th day of December, A. D. 19 69

NAME	RESIDENCE (No. Street, City or Town)
<i>Patrick O'N. Hayes</i> Patrick O'N. Hayes	<i>565 Spring St. Newport, R.I.</i> 565 Spring Street, Newport, R.I.
<i>William W. Corcoran</i> William W. Corcoran	<i>12 Sunnyside Place, Newport, R.I.</i> 12 Sunnyside Place, Newport, R.I.
<i>Arthur W. Murphy</i> Arthur W. Murphy	<i>Middle Court, Newport, R.I.</i> Middle Court, Newport, R.I.

STATE OF RHODE ISLAND, }
 COUNTY OF NEWPORT } In the City of Newport
 in said county this 18th day of December, A. D. 19 69
 then personally appeared before me Patrick O'N. Hayes, William W. Corcoran,
 and Arthur W. Murphy - - - - -

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.

Yolande Veilleux
Notary Public

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1436
X
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

CHASE FARMS, INC.

REC 22-69 SEC. OF STATE 186 CD*****S.C.3

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE
DEC 22 1969
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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 41690

Providence December 22 1969

I Hereby Certify That Chase Farms, 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 H. Hawley
General Treasurer.