

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all men by these presents, That we Albert C. Beals, Jr., Archie P. McCaughin, both of Cranston, R. I., and Helen G. Monahan of East Providence, 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 Article II of Chapter 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of A. G. BEALS COMPANY, INC.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of Engaging in General Contracting Business; and further to manufacture, buy, sell, lease, import, export, or otherwise acquire, dispose of, deal in and trade in goods, wares, merchandise, and real and personal property of every kind, nature and description, and to do all things convenient and incidental to the carrying on of its business.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See Sec. 5, Chapter 248 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 said 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 these 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 these 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

SEVENTH. In the event that any stockholder of the corporation wishes to sell any or all of his stock, he shall first offer the same to the corporation in writing, stating the lowest price at which he is willing to sell; the corporation shall have the right to accept or reject the offer for a period of thirty (30) days at the expiration of which time if said offer has not been accepted by the corporation, the stockholder has the right to sell his stock to any person other than the corporation, but in no event for less than the price at which said stock was offered to the corporation in pursuance hereof.

EIGHTH. The corporation shall have a lien upon the stock of any stockholder of the corporation for all debts due or to become due to the corporation from the stockholder.

NINTH.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of December, A. D. 1934

NAME	RESIDENCE (No. Street, City or Town)
Albert Chester Beals Jr.	12 Luskott Road, Cranston, R.I.
Archie P. McCaughin	20 Bow St., Cranston, R.I.
Helen G. Monahan	71 Fourth St. East Providence, R.I.

State of Rhode Island, }
County of } In the City of Providence

in said county this 31st day of December, A. D. 1934

then personally appeared before me Albert C. Beals, Jr., Archie P. McCaughin and Helen G. Monahan aforesaid,

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.

Albert C. Beals, Jr.
Notary Public.

State of Rhode Island and Providence Plantations
 6083 OFFICE OF THE GENERAL TREASURER
Providence, January 26, 1935
 I Herewith Certify That A. C. BEALS COMPANY, INC.
 has paid into the State Treasury a fee of
 Twenty-five and NO/100-----Dollars for INCORPORATION
 in accordance with the provisions of Chapter 248, General Laws, and all acts in amendment thereof.
 \$ 25.00
W. H. Beals
 General Treasurer



(BUSINESS CORPORATION)
 ORIGINAL
 ARTICLES OF ASSOCIATION OF
 A.C. BEALS COMPANY, INC.

FILED IN THE OFFICE OF THE
 SECRETARY OF STATE.
 Jan. 26, 1935.