

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Alfred J. Gemma, of the

Town of Johnston, Eugene A. Liberati and Francis Castrovillari,  
both of the City of Cranston, all of the County of Providence,  
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

TWIN-DEL REALTY CO., INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of acquiring by purchase or lease, or otherwise, land and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures belonging to it or to others, and any stores, shops, suites, rooms or parts of any buildings or other structures

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 said corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~XXXXXX XXXXX FOR XXXX XXXXX IN THE STATE OF RHODE ISLAND~~

(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 said 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 ~~XXXXXX XXXXX FOR XXXX XXXXX IN THE STATE OF RHODE ISLAND~~ 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 North Providence Rhode Island.  
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be N O N E (\$ ) 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  
N O N E ( ) 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:--

SIXTH. (If not perpetual) The period of duration of said corporation shall ~~XXXX~~  
~~XXXX~~ be perpetual

(Further provisions not inconsistent with law)

SEVENTH No stockholder shall transfer, sell or pledge his stock to any person, persons or corporation without first offering the same in writing to this corporation; said offer to sell, transfer or pledge shall be at a fair and reasonable price, not to exceed the value thereof as shown be the books of ~~XXXXXX~~ the corporation; and the corporation shall have thirty (30) days in which to accept or reject the same; and no transfer shall be effective unless recorded on the books of the said corporation, unless expressly waived in writing by said corporation.

EIGHTH: The corporation shall have a lien on the shares of stock of ~~XXXXXX~~ any stockholder for any indebtedness of any such stockholder to this corporation.

NINTH: The capital stock of the corporation may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the board of directors.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 25th day of June, A. D. 19 64.

NAME	RESIDENCE (No. Street, City or Town)
<i>Alfred J. Gemma</i>	<i>27 Fenwick St. Johnston R.I.</i>
<i>Eugene A. Liberati</i>	<i>317 Oaklawn Ave. Cran. R.I.</i>
<i>Francis Castrovillari</i>	<i>43 Freedom Ave. Pawtucket, R.I.</i>

STATE OF RHODE ISLAND, } City }  
COUNTY OF Providence } In the ~~TOWN~~ } of Providence  
in said county this 25th day of June, A. D. 1964  
then personally appeared before me Alfred J. Gemma, Eugene A. Liberati  
and Francis Castrovillari

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.

*Anthony A. Granimin*  
Notary Public

X 667  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

TWIN-DEL REALTY CO., INC.

26-61-51-034 CD\*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN 25 1964

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 33392 Providence June 25, 19 64

I Hereby Certify That Twin-Del Realty Co., Inc.

has paid into the State Treasury a fee of Eighty dollars

Eighty Dollars for Incorporation

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

*Raymond W. H. H. H.*  
General Treasurer