

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Isidore S. Foranstein and Mary A. Conaty, both of the City of Providence and John A. Notte Sr., of the Town of North Providence, all of the 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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of Imperial Tile and Marble Works, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the purpose of mining, quarrying, manufacturing, buying, buying, selling and otherwise dealing in marble, talc, slate, terra cotta and kindred products of clay, tiles, mosaics, mantels, fireplaces, bronzes and other articles, products and incidentals pertaining to any of the same; also doing all kinds of carpenter and masonry building, repairs, cement building of all kinds, marble and tile work of every nature and description, and all kinds of work pertaining to an incidental real estate.

In addition to the foregoing, said corporation shall have the following powers and authority, viz: (See § 5, Chapter 116 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 the corporation's charter, or article 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 share of capital stock which 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 article 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, and 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)

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 \_\_\_\_\_ shares,  
as follows, viz: - \_\_\_\_\_ shares,  
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: -

SIXTH (If not perpetual) The period of duration of said corporation shall terminate  
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 by the books of the corporation; and the corporation shall have

EIGHTH No sale in writing to accept or reject the same; and no transfer shall be effective unless recorded on the books of the said corporation, unless approved in writing by this corporation.

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

TENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 7<sup>th</sup> day of March, A. D. 1949.

*Radin S. Hamblin*  
*Mary A. Conroy*  
*Mrs. A. Hottel*

RESIDENCE:  
(No. Street, City or Town)  
268 Hamilton Street, Providence, R.I.  
17 Quincey Street, Providence, R.I.  
716 Fruit Hill Avenue, Prov. R.I.

STATE OF RHODE ISLAND, City of Providence  
COUNTY OF PROVIDENCE In the Town of Providence  
in said county this 7<sup>th</sup> day of March, A. D. 1949.  
then personally appeared before me Isaac D. Hovanetsky, Mary A. Conroy,  
and John A. Hottel Jr.,

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.

*W. Stratton Brady*  
*Notary Public*

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

IMPERIAL TILE and MARBLE  
WORKS, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAR 7 1949 19 49

# State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 15187

Providence, March 7, 19 49



I Hereby Certify That Imperial Tile and Marble Works, Inc.

has paid into the State Treasury a fee of Twenty-Five Dollars for Incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

*Raymond H. Jaworsky*  
General Treasurer