

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we MARCEL J. ROCH, RAYMOND BRODEUR
and A. BEATRICE GEBLER

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.

SECOND. Said corporation shall be known by the name of

M. J. ROCH REALTY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of purchasing, improving, developing, leasing, exchanging, selling, disposing of and otherwise dealing in and turning to account real estate; to purchase, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company or any other person, firm or corporation.

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 Coventry, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be None (\$.....) 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

Three Hundred -	-	(300)	shares
-----------------	---	---------	--------

as follows, viz:—

Three Hundred -	-	(300)	shares of
-----------------	---	---------	-----------

Common stock, without par value; and

None	-	()	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:—

1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

32

33

34

35

36

37

38

39

40

41

42

43

44

45

46

47

48

49

50

51

52

53

54

55

56

57

58

59

60

61

62

63

64

65

66

67

68

69

70

71

72

73

74

75

76

77

78

79

80

81

82

83

84

85

86

87

88

89

90

91

92

93

94

95

96

97

98

99

100

101

102

103

104

105

106

107

108

109

110

111

112

113

114

115

116

117

118

119

120

121

122

123

124

125

126

127

128

129

130

131

132

133

134

135

136

137

138

139

140

141

142

143

144

145

146

147

148

149

150

151

152

153

154

155

156

157

158

159

160

161

162

163

164

165

166

167

168

169

170

171

172

173

174

175

176

177

178

179

180

181

182

183

184

185

186

187

188

189

190

191

192

193

194

195

196

197

198

199

200

201

202

203

204

205

206

207

208

209

210

211

212

213

214

215

216

217

218

219

220

221

222

223

224

225

226

227

228

229

230

231

232

233

234

235

236

237

238

239

240

241

242

243

244

245

246

247

248

249

250

251

252

253

254

255

256

257

258

259

260

261

262

263

264

265

266

267

268

269

270

271

272

273

274

275

276

277

278

279

280

281

282

283

284

285

286

287

288

289

290

291

292

293

294

295

296

297

298

299

300

301

302

303

304

305

306

307

308

309

310

311

312

313

314

315

316

317

318

319

320

321

322

323

324

325

326

327

328

329

330

331

332

333

334

335

336

337

338

339

340

341

342

343

344

345

346

347

348

349

350

351

352

353

354

355

356

357

358

359

360

361

362

363

364

365

366

367

368

369

370

371

372

373

374

375

376

377

378

379

380

381

382

383

384

385

386

387

388

389

390

391

392

393

394

395

396

397

398

399

400

401

402

403

404

405

406

407

408

409

410

411

412

413

414

415

416

417

418

419

420

421

422

423

424

425

426

427

428

429

430

431

432

433

434

435

436

437

438

439

440

441

442

443

444

445

446

447

448

449

450

451

452

453

454

455

456

457

458

459

460

461

462

463

464

465

466

467

468

469

470

471

472

473

474

475

476

477

478

479

480

481

482

483

484

485

486

487

488

489

490

491

492

493

494

495

496

497

498

499

500

501

502

503

504

505

506

507

508

509

510

511

512

513

514

515

516

517

518

519

520

521

522

523

524

525

52

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

(Further provisions not inconsistent with law)

SEVENTH. No stockholder shall have the right to transfer his or her shares in the corporation without first giving 20 days notice in writing of such intention, and 10 days refusal thereof to said corporation at a price which shall be determined by the book value of said share or shares at the time of the offer of sale; and if in such case the corporation shall elect to purchase said share or shares at said book value, such stockholder shall, on the price being offered to him, convey said share or shares to the corporation.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this _____ day of April, A. D. 1969

NAME	RESIDENCE (No. Street, City or Town)
<i>Marcel J. Roch</i>	B. Cressmer Ave., Warwick, R. I.
<i>F. J. Brodeur</i>	79 Wood Cove Drive, Coventry, R. I.
<i>A. Beatrice Gebler</i>	24 Bank Street, West Warwick, R. I.

STATE OF RHODE ISLAND, } City-
COUNTY OF KENT } In the Town of West Warwick
in said county this _____ day of April, A. D. 1969
then personally appeared before me Marcel J. Roch, F. J. Brodeur and A. Beatrice Gebler

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.

Paul E. Brodeur
Notary Public.

✓ 198 ✓
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

M. J. ROCH REALTY, INC.

APR 25 65 SEC-ST 574 CD*****5.00

COJ

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 25 1969 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 40587

Providence

April 25 1969

I Hereby Certify That M. J. Roch Realty, 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 W. Hawthley
General Treasurer.