

Filing Fee \$30.00

# State of Rhode Island and Providence Plantations

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Polico Lighting, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Polico Lighting, Inc. by agreement dated

**SECOND:** The shareholders of the corporation on February 17, 1993, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

ARTICLE FOURTH of the corporation's Articles of Incorporation is hereby amended on its entirety to read as follows

**"FOURTH:** The aggregate number of shares which the corporation will have the authority to issue is 2,000 shares, of which 1,000 shares will be Class A common stock without par value, and 1,000 shares will be Class B common stock without par value. The respective powers, preferences, voting and other rights, qualifications, limitations and restriction of, or applicable to, the shares of each class of common stock shall be identical in all respects, except as herein set forth.

(a) **Young Rights:** The entire voting power of the corporation shall be vested in the Class B common stock. The holders of the Class A common stock, as such, will have no voting rights, except to the extent otherwise specifically provided by the Rhode Island Business Corporation Act, as in effect from time to time. Except as otherwise specifically provided by the Rhode Island Business Corporation Act, the holders of the Class A common stock (to the extent that they have voting rights) and the holders of the Class B common stock will not vote separately by class at shareholder meetings.

(b) **Dividends:** Each share of the Class A common stock and Class B common stock shall entitle the holder thereof to receive an equal share of any dividend when and as declared by the Board of Directors of the corporation out of funds legally available for that purpose, provided, however, that dividends on the Class A common stock will be in preference to any dividends upon the Class B common stock, and no dividends will be paid upon the Class B common stock unless and until dividends aggregating the sum of \$77,000 shall have been paid upon the Class A common stock.

(c) **Liquidation:** Upon dissolution or liquidation of the corporation, whether voluntary or involuntary, or upon any distribution of the assets of the corporation to its shareholders (other than a distribution out of earned surplus or net earnings), the assets of the corporation will be distributed: (i) first, in the amount of \$77,000, together with all dividends declared but unpaid, provided, however, that to the extent that the holders of the Class A common stock shall have received any dividends in preference to the holders of the Class B common stock, then the amount of preference upon dissolution or liquidation of the corporation shall be reduced, on a dollar-for-dollar basis, by the amount of any such dividends received in preference, and (ii) the remainder to the holders of the Class A common stock and Class B common stock.

The sale, lease, or other disposition of all or substantially all of the assets of the corporation shall be deemed a voluntary dissolution or liquidation of the corporation, but the merger or consolidation of the corporation into or with any other corporation or the merger or consolidation of any other corporation with or into the corporation shall not be so deemed.

(d) **Waiver:** No holder of the Class A common stock of the corporation shall be entitled, as such, as a matter of right to subscribe for or to purchase any part of any new or additional issue of stock of any class whatsoever or of securities convertible into stock of any class whatsoever, whether now or hereafter authorized, or whether issued for property or services or by way of dividends or for cash, and all such rights are waived by each holder of the Class A common stock. If upon any liquidation or dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of the Class A common stock are insufficient to permit the payment to such holders of the full preferential amount thereof, then the entire assets of the corporation to be distributed shall be distributed ratably among the holders of the Class A common stock. After payment of or distribution to the holders of the Class A common stock of such preferential amounts, the holders of the Class A common stock and Class B common stock shall be entitled to receive ratably as one class all the remaining assets of the corporation.

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PROVIDENCE

FILED  
AUG 17 1993  
By: [Signature] 1466B

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

| <u>Class</u>        | <u>Number of Shares</u> |
|---------------------|-------------------------|
| no par value common | 200                     |

FIFTH: The number of shares voted for such amendment was \_\_\_\_\_; and the number of shares voted against such amendment was \_\_\_\_\_.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

| <u>Class</u>        | <u>Number of Shares Voted</u> |                |
|---------------------|-------------------------------|----------------|
|                     | <u>For</u>                    | <u>Against</u> |
| no par value common | 200                           | none           |

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

N/A

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

Dated August 10, 1995

Polico Lighting, Inc.  
 By [Signature]  
 Its President  
 and [Signature]  
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF *Providence* } Sc.

At *Cranston* in said county on this *10th* day of  
August, 19 *95*, personally appeared before me Robert E.

*Morrissey*, who, being by me first duly sworn, declared that he is the  
President and Secretary of *Polico Lighting, Inc.*

that he signed the foregoing document as President and ~~Secretary~~ Secretary of the  
corporation, and that the statements therein contained are true.

*Janice A. Brown*  
Notary Public  
MY COMMISSION EXPIRES JUNE 27, 1997

(NOTARIAL SEAL)

RECEIVED  
SECRETARY OF STATE  
CORPORATION DIV

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