

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Warwick Collision Service, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

For the operation of an automobile body shop and
for any other lawful purposes.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 600 no par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is 719 Industrial Bank Bldg., Prov., R.I. 02903 (add Zip Code) and the name of its initial registered agent at such address is: Thomas J. Gavlick, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Thomas A. Raczelowski	196 Pine River Drive, No. Kingstown, RI
Nancy E. Raczelowski	196 Pine River Drive, No. Kingstown, RI

NINTH. The name and address of each incorporator is:

Name	Address
Thomas J. Gavlick	88 Thomas Leighton Blvd., Cumberland, RI
Samuel M. Fleisig	1069 Tillinghast Rd., Ea. Greenwich, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

April 9, 1975

Dated April 8, 1975

Samuel M. Fleisig

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~TOWN~~ } of PROVIDENCE
in said county this _____ day of April _____, A.D. 1975
then personally appeared before me Thomas J. Gavlick and Samuel M. Fleisig

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.

Linda M. Conca
Notary Public

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FIFTH: In the event that any stockholder or the respective heirs, administrators, executors or successors of any stockholder shall desire to sell, assign, transfer or otherwise dispose of the whole or any portion of stock of this Corporation, such person or persons, shall communicate that fact, in writing, to the Corporation, which shall within twenty (20) days of the receipt of said communication, notify such person or persons, whether it elects to purchase said stock, the Corporation has the right to nominate or designate the person or corporation to acquire title to said stock; in the event that the Corporation elects to purchase said stock, but the purchase price cannot be agreed upon within twenty (20) days of the notification by the Corporation of its election to purchase, then the purchase price of said stock shall be fixed and determined in accordance with the latest memorandum of the Corporation's value of shares which shall have been signed by all of the stockholder's of the Corporation and incorporated as part of the business records of the Corporation, or in accordance with the value of the said shares as established by the Corporation's balance sheet prepared for the last calendar or fiscal year, whichever figure is higher, and in the event that there shall not be in the possession of the Corporation a memorandum as to the value of the shares executed by the stockholders, then the price of said stock shall be determined by the Corporation's balance sheet prepared for the last calendar or fiscal year. Notwithstanding anything hereinabove contained, in the event that any stockholder shall de cease, the Corporation shall have the option, to be exercised within sixty (60) days of the

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appointment of an executor or administrator of the deceased, to purchase all of the shares of stock owned by the Decedent in accordance with the valuation formulae hereinabove determined; payment for the shares of stock so purchased upon the election of the Corporation may be made by the Corporation in four (4) equal semi-annual payments, or sooner, if the Corporation so elects. In all other cases where the Corporation shall acquire the stock as hereinabove provided, payment by the Corporation shall be made within thirty (30) days after notification by the Corporation of the exercise of its pre-emptive rights as hereinabove provided. A sale, assignment, transfer or other disposition by virtue of law or otherwise of any share of stock of this Corporation in connection with, or by reason of a pledge or other encumbrance, is intended to be included in this restriction or transfer of stock.

"In all matters and procedure under this section, stockholders, or the respective heirs administrators, executors or successors of any stockholder desiring to sell, assign, transfer or otherwise dispose of said stock shall be allowed to vote on the question of the purchase of said stock by the Corporation, and said stock shall be considered as issued or outstanding for the purpose of determining whether or not a quorum is present at the voting on the question, or for the purpose of determining the adoption or rejection of a resolution, in accordance with the provisions of the By-Laws of the Corporation."