

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we John R. Allen, William R. Powers III and Edwin G. Torrance, all of the Town of Barrington, County of Bristol, 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 BRAVER PRODUCTS COMPANY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in business as follows:

1. To manufacture, produce, purchase, sell and deal in extruded or molded rubber or synthetic elastomers and elastomeric compounds and rubber, plastic and similar synthetic products, including allied products and materials used in such business, and to transact other business collateral thereto.
2. To transact any of the foregoing businesses as principal, factor or agent, and on commission or otherwise.

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, ~~and to sue and be sued in its corporate name;~~

(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 ^{not} 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:

FOURTH. Said corporation shall be located in Pawtucket, 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
Ten thousand (10,000) shares
as follows, viz:— Ten thousand (10,000) shares of
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:—

Said shares of stock without par value may be issued by said 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 of said corporation.

No stockholder by reason of his ownership of any of said common stock shall have the right to subscribe for any new or additional stock of any class issued by the corporation.

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

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 29th day of April, A. D. 1963

NAME

RESIDENCE

(No. Street, City or Town)

John R. Allen

89 Governor Bradford Road
Barrington, R. I.

William R. Powers III

24 Rumstick Drive

Barrington, R. I.

Edwin G. Torrance

12 Melrose Avenue

Barrington, R. I.

STATE OF RHODE ISLAND, }

City

In the

} of Providence

COUNTY OF PROVIDENCE }

~~From~~

in said county this 29th day of April, A. D. 1963

then personally appeared before me the above-named John R. Allen,

William R. Powers III and Edwin G. Torrance

each and all known to me and known by me to be the parties executing the foregoing

X 3851

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Beaver Products Company

PR 29-07 SEC. OF STATE 245 00*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

APR 29 1963

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 31784

Providence

April 28, 1963

I Hereby Certify That *Beaver Products Company, Inc.*

has paid into the State Treasury a fee of

Eighty Dollars for *Incorporation*

in accordance with the provisions of 74-9, General Laws.

Raymond W. Waplesby

General Treasurer

SEVENTH. No stockholder shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the president, treasurer or secretary of the corporation. The corporation through its directors shall have thirty (30) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the directors shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph, but transfers by way of gift or inheritance or otherwise without consideration are intended to be excluded.

Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its directors, however, may waive the foregoing provisions with respect to any particular transfer.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

April 29, 1963

We, the undersigned officers of Beaver Products, Inc., a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY that at a meeting of the stockholders of said corporation duly called for the purpose and held in the City of Pawtucket in said State on the 29th day of April, 1963, it was unanimously voted by the holders of all of the issued and outstanding stock of said corporation that, pursuant to G.L.R.I. 7-2-5 (1956), said corporation consent and file such written consent with the Office of the Secretary of State, to the use of the name and style Beaver Products Company, Inc. by that corporation incorporated on April 29, 1963 by John R. Allen, William R. Powers III and Edwin G. Torrance, all of Barrington, Rhode Island. A copy of said vote duly attested by the Secretary of said Beaver Products, Inc. is annexed hereto.

BEAVER PRODUCTS, INC.

BY NE McCallachy
President

BY NC McCallachy
Secretary

CERTIFICATE

I, NORMAN E. MCCULLOCH, JR., HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Beaver Products, Inc., a Rhode Island corporation.

I FURTHER CERTIFY that at a special meeting of the stockholders of said corporation duly held on April 29, 1963, at which meeting the sole stockholder of said corporation was present and acting throughout, the following vote was unanimously adopted.

VOTED: That this corporation, pursuant to G.L.R.I. 7-2-5 (1956), authorize and consent to the use of the name and style "Beaver Products Company, Inc." by that corporation incorporated on April 29, 1963, by John R. Allen, William R. Powers III and Edwin G. Torrance, all of Barrington, Rhode Island, and that such authorization and consent be filed in writing in the Office of the Secretary of State.

I FURTHER CERTIFY that the foregoing vote is still in full force and effect and has not been modified, amended or rescinded.

WITNESS my hand as Secretary and the seal of said Beaver Products, Inc. this 29 day of April, 1963.

N. E. McCulloch, Jr.
Secretary

AUTHORIZATION OF BEAVER PRODUCTS,
INC. TO USE OF NAME AND STYLE
BEAVER PRODUCTS COMPANY, INC.

HINKLEY, ALLEN, SALISBURY & PARSONS

LAW OFFICES
INDUSTRIAL BANK BUILDING
PROVIDENCE, R. I.