

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, Thomas H. Quinn of West Warwick, Rhode Island, Archibald B. Kenyon, Jr. of Richmond, Rhode Island and Joseph R. Weisberger of East Providence, 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 FALVEY LINEN SUPPLY, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of to engage in the business of supplying individuals, firms, partnerships, corporations, or business associations with all types of linen service; to manufacture, buy, sell, and generally deal in and with aprons, coats, napkins, tablecloths, towels and linen or other textile fabrics of every kind and description; to process, cleanse and service its own linen and fabrics and that of other persons or firms; to manufacture, buy, sell, or otherwise acquire or dispose of all types of soap materials, chemicals, vehicles, machinery, tools, supplies, materials and equipment which can or may be utilized in the manufacture, transportation, processing or cleansing of said linen or fabrics and to carry on all types of lawful business enterprise which may be incidental thereto or convenient in connection therewith.

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 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 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 Scituate, Rhode Island.  
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with  
par value, shall be X (\$ X) dollars as follows, viz:  
Common stock in the amount of X (\$ X)  
dollars to be divided into X (X) shares of  
the par value of X (\$ X) dollars each; and  
Preferred stock in the amount of X (\$ X)  
dollars, to be divided into X (X) shares, of  
the par value of X (\$ X) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be  
Four Hundred (400) shares,  
as follows, viz:— Four Hundred (400) shares of  
Common stock, without par value; ~~and~~  
X (X) shares of  
~~Preferred stock, without par value, and~~  
~~XXXXX~~

~~(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  
Shall be perpetual

(Further provisions not inconsistent with law)

SEVENTH. The stock of this corporation without par value may be issued 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.

EIGHTH. Said corporation shall have the right, in case of the sale of stock by a stockholder, to purchase said stock at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he will sell, and, if the corporation shall decide to purchase said shares, such stockholder shall, upon the tender of the price thereof, transfer to the corporation his shares so sold, and, if the corporation shall not elect to purchase ~~XXXXX~~ said shares within thirty days, then such stockholder may, at any time within thirty days after the expiration of said thirty days, sell said shares to any other party, but at not less than the price at which the same were offered to this corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 23rd day of December, A. D. 1954.

| NAME.                                     | RESIDENCE.<br>(No. Street, City or Town)  |
|---|---|
| <i>Thomas H. Quinn</i><br>Thomas H. Quinn | <i>75 Woodside Ave., West Warwick, Rhode Island</i><br>75 Woodside Ave., West Warwick, Rhode Island |

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|---|---|
| <i>Archibald B. Kenyon, Jr.</i><br>Archibald B. Kenyon, Jr. | <i>Usquepaugh Road, Richmond, Rhode Island</i><br>Usquepaugh Road, Richmond, Rhode Island |
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| <i>Joseph R. Weisberger</i><br>Joseph R. Weisberger | <i>113 Waterman Ave. East Providence, Rhode Island</i><br>113 Waterman Ave., East Providence, Rhode Island |
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STATE OF RHODE ISLAND, } In the City of Providence  
COUNTY OF PROVIDENCE }  
in said county this 23rd day of December, A. D. 1954  
then personally appeared before me Thomas H. Quinn of West Warwick, Archibald  
B. Kenyon, Jr. of Richmond and Joseph R. Weisberger of East Providence

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.

*Quinn A. Wilson*  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

FALVEY LINEN SUPPLY, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE  
DEC 24 1954

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 20475 Providence December 24, 1954. 19

I Hereby Certify That Falvey Linen Supply, 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

General Treasurer.