

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, FRANK W. STORTI, DONALD P. RYAN,  
and G. CHANDLER BEALS

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

JANICE MANUFACTURING CO., INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) To design, manufacture, purchase or otherwise for the purpose of acquire, repair, engrave, cut, stamp, set and generally work with and upon and to sell and deal in jewelry, costume jewelry, gems, precious, semi-precious and synthetic stones; cameos; gold; silver; platinum and other jewelry and costume jewelry; and generally to do all things and to carry on all lines of trade common to the jewelry and costume jewelry business as a manufacturer wholesaler, retailer or distributor; to lease, purchase, hold and operate such equipment and other property both real and personal as it may consider necessary, convenient, expedient or useful for the successful conduct of its business.

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 Providence, 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  
three hundred ( 300 ) shares  
as follows, viz:— three hundred ( 300 ) 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:—

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

(Further provisions not inconsistent with law)

RESTRICTIONS ON SALE OR TRANSFER OF STOCK

SEVENTH. No stockholder shall sell his stock in this corporation without first offering it to the corporation at the value thereof as shown by the books of the corporation, and the corporation shall vote to purchase or refuse such stock within 15 days after receiving written notice of such offer; if the corporation does not vote to purchase the same, said stockholder shall then offer his stock to the remaining stockholder (s) at the value thereof as shown by the books of the corporation, and the remaining stockholder (s) shall notify said offering stockholder of their decision to purchase or refuse such stock within 15 days after receiving written notice of such offer, and if none of the remaining stockholder (s) gives such written notice to purchase said stock, said offering stockholder may sell such stock to some third party. This provision shall be applicable if there is more than one stockholder.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 2nd day of January, A. D. 19 58.

NAME.

RESIDENCE.  
(No. Street, City or Town)

*Frank W. Storti*

128 Commodore Street  
Providence, Rhode Island

*Donald P. Ryan*

256 Vineyard Road  
Warwick, Rhode Island

*G. C. Chandler*

210 Reservoir Avenue  
Johnston, Rhode Island

STATE OF RHODE ISLAND, }

City

In the

of

Providence

COUNTY OF Providence }

Town

in said county this 2nd day of January, A. D. 19 58

then personally appeared before me FRANK W. STORTI, DONALD P. RYAN,

and G. CHANDLER BEALS

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

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

JANICE MANUFACTURING CO., INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

JAN - 2 1958

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 24234 Providence Jan 2 1958

I Hereby Certify That Janice Manufacturing Co., Inc.

has paid into the State Treasury a fee of

Twenty Five Dollars for Corporation

In accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

Raymond H. Jacobson  
General Treasurer