

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Irving J. Waldman, Maxwell W. Waldman and Joseph Waldman

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.

SECOND. Said corporation shall be known by the name of Esmond Realty Corporation

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of buying, selling, managing, mortgaging, leasing and otherwise dealing in real estate and any other business incidental thereto or connected therewith.

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, 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 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 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Smithfield, 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  
SIX HUNDRED ( 600 ) shares  
as follows, viz:— SIX HUNDRED ( 600 ) 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 termi-  
nate

(Further provisions not inconsistent with law)

SEVENTH: No stockholder of this company shall make sale of any stock of the company held by him without first giving written notice to the company of his intention to sell the same and giving to the company the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party. The Company shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said date the stockholder shall be at liberty to make sale of said stock so offered to the company, in the open market, for a price not less than the one at which said stock was offered to the company.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 10<sup>th</sup> day of January, A. D. 1966

NAME	RESIDENCE (No. Street, City or Town)
Irving J. Waldman	28 Cold Brook Drive, Cranston, R. I.
Maxwell W. Waldman	192 Raleigh Avenue, Pawtucket, R. I.
Joseph Waldman	111 Colonial Avenue, Providence, R. I.

STATE OF RHODE ISLAND, } City  
COUNTY OF Providence } In the } of Providence  
--Town--  
in said county this 10<sup>th</sup> day of January, A. D. 1966  
then personally appeared before me Irving J. Waldman, Maxwell W. Waldman  
and Joseph Waldman

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.

Benjamin Reisman  
Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 35606 Providence Jan. 11, 19 66

I Hereby Certify That Esmond Realty Corporation

has paid into the State Treasury a fee of Eighty dollars  
Dollars for Incorporation

In accordance with the provisions of 7-1-9, General Laws.

*[Signature]*  
General Treasurer.

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BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ESMOND REALTY CORPORATION

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JAN 11 1966 19