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State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we VINCENT A. RAGOSTA,
MARY M. McGARRY and ROSE A. FLYNN

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
JEN-CAL REALTY CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of purchasing, acquiring, holding, improving, selling, conveying, assigning, releasing, mortgaging, encumbering, leasing, hiring and dealing in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

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)

(City or Town)

(Or if capital stock is 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:—

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(Further provisions not inconsistent with law)

SEVENTH The corporation shall have a lien upon the stock of any shareholder for any debts due to said Corporation, enforceable as set forth in the By-laws. Shares of the Capital Stock of the Corporation shall be transferable only on the books of the Corporation by the holder thereof, in person or by his attorney, upon the surrender and cancellation of the certificate.

EIGHTH The corporation shall have the option, in case any stockholder desires to sell his stock, to purchase the same at the lowest price at which such stockholder is willing to sell. Any stockholder before making sale of any of his stock shall give the Corporation thirty (30) days' notice in writing of the amount of stock he intends to sell, stating therein the lowest price at which he is willing to sell. Such notice shall be given in writing and shall be sent by registered mail to the corporation at its principal place of business. At any time within 30 days after the receipt of such notice, the Corporation shall have the right to purchase said stock at the price stated in such notice.

NINTH before the same may be sold to any other person.

In Testimony Whereof, We have hereunto set our hands and stated our residences
this twenty-third day of December, A. D. 19 65

NAME	RESIDENCE (No. Street, City or Town)
Vincent A. Ragosta	161 Gention Avenue, Providence, R.I.
Mary M. McGarry	302 Eaton Street, Providence, R. I.
Rose A. Flynn	86 Pekin Street, Providence, R. I.

STATE OF RHODE ISLAND, } City
COUNTY OF Providence } In the Town of Providence
in said county this 23d day of December, A. D. 1965
then personally appeared before me Vincent A. Ragosta, Mary M. McGarry
and Rose A. Flynn

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.

Vincent J. Piccinelli
Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 35504

Providence

Dec 23 1965

I Hereby Certify That

Jen-Cal Realty Corporation

has paid into the State Treasury a fee of

Eighty dollars

Dollars for

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

Edmond J. Signorini

General Treasurer.

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(BUSINESS CORPORATION)
ORIGINAL
ARTICLES OF ASSOCIATION OF

JEN-CAL REALTY CORPORATION

DEC 24 1965 STATE 363 0200000500

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 23 1965

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