

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Irene Redman, Joseph R. DiStefano and Wanda Hughes

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 Independent Terminals, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of carrying on the business of producing, refining, storing, supplying, distributing and transporting gasoline, fuel oil and petroleum products in all its branches; constructing, purchasing, holding, leasing or otherwise acquiring storage facilities, wharves, buildings, pipe lines, pumping stations, water-ways, licenses, concessions, and any and all other real and personal property required to carry on said business, and to do and perform any and all other acts and things necessary or incidental to carry out the aforesaid purposes of the corporation.

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 East Providence, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be none (\$) 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 One Thousand (1000) shares as follows, viz:— One Thousand (1000) shares of Common stock, without par value; and
None () 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 Perpetual.

(Further provisions not inconsistent with law)

SEVENTH This corporation shall have the power to guarantee any lands, 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.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 22nd day of December, A. D. 1965

NAME	RESIDENCE (No. Street, City or Town)
<i>Irene C. Redman</i>	
Irene C. Redman	2 Newland Avenue, Lincoln, Rhode Island
<i>Joseph R. DiStefano</i>	
Joseph R. DiStefano	28 Oak Grove Boulevard, North Providence, R.I.
<i>Wanda Hughes</i>	
Wanda Hughes	46 Bowen Street, Pawtucket, Rhode Island

STATE OF RHODE ISLAND, } City }
COUNTY OF Providence } In the } of Pawtucket
in said county this 22nd day of December, A. D. 1965
then personally appeared before me Irene Redman, Joseph R. DiStefano and Wanda Hughes

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.

Marguerite F. Woods
Notary Public

1199 ✓
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Independent Terminals, Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
DEC 22 1965
19

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
DEC 22 1965
19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 35499 Providence, Dec. 22, 1965

I Hereby Certify That Independent Terminals, Inc.
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.
Raymond T. D'Amico
General Treasurer.