

155383

(Original Amendment of Articles of Association or Charter of BUSINESS Corporation.)

State of Rhode Island and Providence Plantations

September 15, 1961

WE, the undersigned officers of

RHODE ISLAND OIL CO.

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the fifteenth day of September, A. D. 1961,
the following amendment(s) to the Articles of Association (or Charter) was (or were)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:—

Common stock, without par value: unanimous vote
of all issued and outstanding shares.

which said vote amends or adds the following Article(or Articles) to read as follows, viz.:

"Article No. Fourth.

Said Corporation shall be located in East Providence,
Rhode Island.

"Article No. Fifth.

(OVER)

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Robert H. Eden
President (or Vice President).

Christopher J. Del Santo
Secretary (or Assistant Secretary).

State of Rhode Island,

County of *Providence*

In the *City* of *Providence*
on this *30th* day of *October*
A. D. 19*61*, subscribed and sworn to before me.

Robert A. Antun
Notary Public.

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

RHODE ISLAND OIL CO.

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

OCT 30 1961 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 29775

Providence

Oct 30, 1961

I Hereby Certify That Rhode Island Oil Co.

has paid into the State Treasury a fee of

Eighty Dollars for Increase in Capital Stock

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

Raymond H. Dawkinsby

General Treasurer

ARTICLE NO. FIFTH.

The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Eleven Thousand (\$11,000.00) Dollars as follows, viz:-

Class A Common stock in the amount of One Thousand (\$1,000.00) Dollars to be divided into One Thousand (1,000) shares of the par value of One Dollar (\$1.00) each; and

Class B Common stock in the amount of Ten Thousand (\$10,000.00) Dollars to be divided into Ten Thousand (10,000) shares of the par value of One (\$1.00) Dollar each.

(Or if capital stock is without par value)

The TOTAL number of shares of stock authorized without par value shall be NONE.

(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:-

(1) Voting Rights At all meetings of stockholders, each holder of stock entitled to vote shall be entitled to one vote in person or by proxy for each share of stock held by him. At all meetings, the affirmative vote of the holders of at least a majority of each class of the stock entitled to vote shall be necessary to pass any vote or resolution or to take any other corporate action.

(2) Board of Directors At the annual meeting of stockholders; the two persons receiving the affirmative vote of the holders of at least a majority of Class A Common stock shall be directors. At the annual meeting of Stockholders, the two persons receiving the affirmative vote of the holders of at least a majority of Class B Common stock shall also be directors. The Directors elected by holders of Class A Common stock shall be known as Class A Directors; the Directors elected by the holders of Class B Common stock shall be known as Class B Directors. If the holders of a majority of either class of Common stock desire to elect a Director at Large, at a meeting of the stockholders called for such purpose, the person receiving the affirmative vote of the holders of at least a majority of each class of the stock entitled to vote shall be the Director at Large.

(3) Vacancies If a vacancy occurs in the Board of Directors among the Class A Directors, this vacancy shall be filled for the unexpired portion of the term by the person receiving the affirmative vote of the holders of at least a majority of Class A Common stock. If a vacancy occurs in the Board of Directors among the Class B Directors, this vacancy shall be filled for the unexpired portion of the term by the person receiving the affirmative vote of the holders of at least a majority of Class B Common stock. If the vacancy is the Director at Large, this vacancy shall be filled only if the holders of a majority of either class of Common stock entitled to vote desire to have the vacancy filled; if a successor to the Director at Large is desired, the person receiving the affirmative vote of the holders of at least a majority of each class of the stock entitled to vote shall be elected the Director at Large, and his term of office shall be for one year from the date of his election.

(4) Removal of Directors Any one or more of the Class A Directors may be removed either with or without cause, at any time by an affirmative vote of the stockholders holding two-thirds (2/3) of the Class A Common stock, at any special meeting called for the purpose. Any one or more of the Class B Directors may be removed either with or without cause, at any time by an affirmative vote of the stockholders holding two-thirds (2/3) of the Class B Common Stock, at any special meeting called for the purpose. If there is a Director at Large, he may be removed either with or without cause, at any time by an affirmative vote of the stockholders holding two-thirds (2/3) of the common stock of each class entitled to vote.

(5) Pre-Emption The holders of Class A Common Stock have a pre-emptive right to subscribe to any new Class A Common stock issued by the corporation in proportion to their respective holdings of Class A Common stock at the time of such issue. The holders of Class B Common stock have a pre-emptive right to subscribe to any new Class B Common stock issued by the corporation in proportion to their respective holdings of Class B Common stock at the time of such issue. The holders of Class A Common stock shall have no pre-emptive right to subscribe to any new Class B Common stock so issued and the holders of Class B Common stock shall have no pre-emptive right to subscribe to any new Class A Common stock so issued. All of the above provisions of this Section are expressly intended to be effective in lieu of and in place of Section 16 of Chapter 3, in Title 7 of the General Laws of Rhode Island, 1956, as amended, entitled "Stockholders' pre-emptive right to new stock."

(6) Dividends Dividends upon the common stock of the corporation may be declared by the Directors at any regular or special meeting pursuant to law. Dividends may be declared only out of surplus or net profits; however, no dividends may be declared out of paid-in surplus. All dividends and all other distributions, whether in reduction of capital, dissolution or liquidation, shall be shared equally by holders of Class A Common stock as a class with the holders of Class B Common stock as a class.

(7) Restrictions on Sale of Stock No stockholder shall sell any or all of the Class A Common stock held by him to any person, other than the Corporation, who is not a Class B Common stockholder in the Corporation unless and until the following conditions have been complied with:

1. An offer has been made to all of the Class B Common stockholders, as a group, to purchase such number of shares of Class B Common stock as bears the same ratio to the total number of shares of Class B Common stock issued and outstanding as the Class A Common stock proposed to be sold bears to the total number of shares of Class A Common stock issued and outstanding, the total consideration to be paid for such Class B Common stock to be equal to that at which it is proposed to sell the Class A Common stock and the number of shares to be purchased from each Class B Common stockholder to be in such proportion as the total number of shares of Class B Common stock held by him bears to the total number of shares of Class B Common stock issued and outstanding, provided however, that if any Class B Common stockholder rejects in whole or in part said offer to purchase his Class B Common stock, any other Class B Common stockholder may accept said offer to the extent it has been rejected.

2. Each and every Class B Common stockholder shall be afforded an opportunity to purchase the Class A Common stock to be sold to the proposed purchaser at the same price and upon the same terms and conditions as said stock has been offered for sale to the proposed purchaser, and in the event that more than one Class B Common stockholder shall wish to make such purchase they shall do so, in the absence of an agreement to the contrary, in such proportion as the total number of Class B Common stock held by each of them bears to the total number of shares of Class B Common stock issued and outstanding.

3. Written notice of the price, terms and conditions of the aforesaid proposed sale of the Class A Common stock, and a written offer to purchase the Class B Common stock pursuant to sub-paragraph "1" of this section and a written offer to sell the Class A Common stock pursuant to sub-paragraph "2" of this section have been given to each Class B Common stockholder, and each such stockholder has had thirty (30) days from the date of delivery of said offer to purchase Class B Common stock and twenty (20) days from the date of delivery of said offer to sell Class A Common stock to indicate his acceptance thereof.

Upon compliance with the foregoing conditions, and within sixty (60) days after the final date upon which any Class B Common stockholder could indicate his acceptance of the offer to sell Class A Common stock made pursuant to sub-paragraph "2" of this section, the aforesaid Class A Common stockholder may sell such shares of Class A Common stock as were proposed to be sold, and were not claimed for purchase by the Class B Common stockholders pursuant to said sub-paragraph "2", provided, however, that the price at which such Class A Common stock may be sold shall not be lower, nor the terms and conditions of such sale less demanding, than the price, terms, and conditions at which said Class A Common stock shall have been offered to the Class B Common stockholders.

Appropriate notice of the restrictions stated in this section shall be written upon all certificates of Class A Common stock.

(8) Amendment of By-laws The By-laws may be adopted, altered, or amended by the affirmative vote of two-thirds (2/3) of the outstanding stock of each class of the common stock issued and outstanding and entitled to vote. An adoption, alteration, or amendment shall be made at a regular or special meeting of the stockholders and the notice of such meeting shall contain a statement of the proposed adoption, alteration, or amendment; notice of such meeting may, however, be waived.