

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William M. Sloan, Peter J. McGinn and Louise Durfee

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 Hoogendoorn Nurseries Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of raising, propagating, developing, buying, selling, exporting and importing and generally dealing in trees, shrubbery, plants, flowers, trees and all other things raised and produced in a nursery; of acquiring the necessary real estate, farms, or plants properly to carry out the above objects, and incidentally engaging in general farming to provide for the proper rotation of crops and the maintenance of the ground in a fertile condition.

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;
- (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, or to be bound by, 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)



**SEVENTH** No stockholder or other holder of any of the stock of the corporation shall sell any of his stock in the corporation, or transfer any interest therein, without first offering such certificate or interest therein, as the case may be, to the corporation at the lowest price at which he is willing to dispose of the same. Such offer shall be made in writing, addressed and delivered to the Treasurer of the corporation, or in case the holder making such offer be the Treasurer, then to the Secretary, and shall include a true statement of the proposed sale price and of the names and addresses of the persons to whom the offeror intends to transfer

~~XXXX~~ said certificate or certificates or interest therein if his said offer is not accepted by the corporation. In the event the Board of Directors of the corporation or, if the offeror shall be a director, then the other member or members of the Board of Directors, or in the event the corporation shall then have no Board of Directors, then the remaining stockholders other than the offeror, shall reject said offer or shall fail to accept the same on behalf of the corporation within thirty (30) days after receipt thereof, then the holder making said offer may sell and transfer said new certificate or certificates or interest therein, as the case may be,

~~XXXX~~ at a price not less than that stated in said offer to the person or persons specified therein; provided that if said sale and transfer shall not be completed within six (6) months following the expiration of said thirty-day period, the provisions of this paragraph must again be complied with by said holder.

In Testimony Whereof, We have hereunto set our hands and stated our residences this \_\_\_\_\_ day of \_\_\_\_\_, A. D. 19 \_\_\_\_\_

NAME	RESIDENCE (No. Street, City or Town)
<i>William M. Sloan</i> William M. Sloan	145 Blackstone Boulevard Providence, Rhode Island
<i>Louise Durfee</i> Louise Durfee	262 Highland Road Tiverton, Rhode Island
<i>Peter J. McGinn</i> Peter J. McGinn	7 Deerfield Drive Barrington, Rhode Island

STATE OF RHODE ISLAND, }  
COUNTY OF Providence } In the City of Providence  
in said county this *19th* day of *December*, A. D. 19 *69*  
then personally appeared before me *William M. Sloan, Peter J. McGinn,*  
and *Louise Durfee*

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.

*Marjorie D. Healey*  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL  
ARTICLES OF ASSOCIATION OF

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE  
DEC 19 1965 18

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 **State of Rhode Island and Providence Plantations**

**OFFICE OF THE GENERAL TREASURER**

N<sup>o</sup> 41686 Providence Dec 19, 1969

**I Hereby Certify** That Hoogenboom Nurseries, Inc.

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

in accordance with the provisions of 7-14, General Laws.

Raymond H. D'Amico  
General Treasurer