

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, _____

PERCY V. ROBINSON, ARTHUR O. ROBINSON, and HERBERT L. ROBINSON,

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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of _____

ROBINSON CONSTRUCTION CORP.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the purpose of building, remodeling, developing, improving, purchasing, acquiring, holding, selling, conveying, assigning, releasing, mortgaging, encumbering, leasing, hiring, appraising and handling on commission and otherwise dealing in real property of every name and nature; to deal in any personal property in connection with said real property; and to promote and carry on, upon any property in which the corporation is interested, any business in connection with said real estate; conducting a general insurance agency and insurance brokerage and adjustment business; and conducting a general real estate, mortgage and insurance business and any business incidental thereto or in any way connected therewith.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purpose 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 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 result in 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 distributed on or a certain amount per share in liquidation of the capital stock of, and 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in.....Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be.....(S.....) dollars as follows, viz:
Common stock in the amount of.....(S.....) dollars to be divided into.....(.....) shares of the par value of.....(S.....) dollars each; and
Preferred stock in the amount of.....(S.....) dollars, to be divided into.....(.....) shares, of the par value of.....(S.....) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be.....(.....) shares, as follows, viz:.....(.....) 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 ~~terminate~~
.....(.....)

(Further provisions not inconsistent with law)

Except for not less than the price named by him. By unanimous consent of all the stockholders present at any meeting, the holder of stock may be authorized and permitted to transfer the same to any other person or persons, and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 15th day of November, A. D. 1948.

STATE OF RHODE ISLAND,) City)
) In the) of Providence
(COUNTY OF PROVIDENCE) ~~town~~)
in said county this 15th day of November, A. D. 19 48.
then personally appeared before me

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.

George Friedman
Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE [REDACTED] COMPANY

INCORPORATED IN THE STATE OF [REDACTED]

THE [REDACTED] COMPANY

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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