

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Edward F. Bishop, Theodore R. Jeffers and Andrew H. Davis, Jr.,

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 E. F. Bishop Agency, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)

~~FOR THE PURPOSES OF~~ to carry on an insurance agency sales business; to sell insurance policies of all types; to sell insurance for all types of liabilities but not to engage in underwriting insurance; to carry on an agency for real estate purchases and sales; to buy and sell real estate on commission or otherwise deal in as principal and as agent in real estate sales; to buy, rent or otherwise acquire, hold, lease, sell or otherwise dispose of and deal in at wholesale, retail and public and private sale of real estate of every class and description or incident to the care of a general real estate business; to purchase, lease or otherwise dispose of any and all real estate buildings, machinery and equipment or other transactions which may be necessary or useful in connection with the above described business, both the real estate and the insurance business; and in general to carry on any other lawful business whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

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)

SEVENTH The capital stock of the corporation may be issued by the corporation from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the board of directors of the corporation.

EIGHTH The stockholders' pre-emptive right to subscribe for any new capital stock issued by the corporation, as provided in Section 7-3-16 of the General Corporation Law, shall not apply to the capital stock of this corporation.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences — this 25th day of May, A. D. 1965

NAME	RESIDENCE (No. Street, City or Town)
Edward F. Bishop	50 Barnes Street, Providence, R.I.
Theodore R. Jeffers	40 Sheldon Street, Providence, R.I.
Andrew H. Davis, Jr.	911 Turks Head Building, Providence, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF Prov. } In the City of Providence
in said county this 25th day of May, A. D. 1965
then personally appeared before me Edward F. Bishop, Theodore R. Jeffers
and Andrew H. Davis, Jr.

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.

[Signature]
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

E. F. Bishop Agency, Inc.

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 23 1965 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 34687

Providence May 28 1965

I Herby Certify That

E. F. Bishop Agency, Inc.

has paid into the State Treasury a fee of

Dollars for

General Treasurer.

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

Raymond M. DeWitt

