

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Arthur H. Feiner, Joyce M. McGee and Marian W. Clarke

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 RICO HEADER TOOL CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of to manufacture, construct, fabricate, repair, improve, originate, design, use, sell and lease tools and dies of every nature, kind, and description whatsoever, and all products made therefrom, and any and all materials in any way used or to be used in connection therewith. To apply for, or purchase or otherwise acquire, own, hold, use, operate, render, sell, assign, license, lease and mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, privileges, licenses, copy rights, trade marks, and trade names, devices, improvements and processes of every sort and description, necessary or incidental to these purposes; and also to carry on general manufacturing business.

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~~ \$100,000 ~~in dollars as follows, viz:~~
~~XXXXXX stock in the amount of~~ \$100,000 ~~to be divided into~~ 1,000 ~~shares~~
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(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
One Thousand (1,000) shares
as follows, viz:— One Thousand (1,000) shares of
Common stock, without par value; ~~and~~

~~XXXXXX stock in the amount of~~ \$100,000 ~~to be divided into~~ 1,000 ~~shares~~
~~XXXXXX stock in the amount of~~ \$100,000 ~~to be divided into~~ 1,000 ~~shares~~

(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. Consideration. Said no par value common stock may be issued
by the company from time to time, for such consideration, consist-
ing of cash, services, personal property, tangible or intangible,
or real estate, as may be fixed from time to time by the Board of
Directors.

SIXTH. (If not perpetual) The period of duration of said corporation shall ~~XXXXXX~~
~~XXXXXX~~ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH The Corporation is empowered and authorized to guarantee any bonds, securities, notes or evidences of indebtedness created by or dividends on a certain amount per share in liquidation of capital stock of any other corporation or corporations created by this State or by any other State, country, nation or government; and to guarantee or endorse any bonds, securities, notes or evidences of indebtedness created by any person, corporation, firm, partnership or association; and to loan money to any person, corporation, firm, partnership or association.

EIGHTH Sale of Stock. No stock shall be sold by any stockholder until it shall first have been offered to the corporation by offer in writing at the lowest price the stockholder shall be willing to sell for, and said corporation shall, within thirty days after such offer, accept or reject the same. If said corporation does not accept said offer within thirty days, it shall be deemed to have rejected it. This provision shall be binding upon the executor, administrator or other legal representative of each stockholder.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 6th day of May, A. D. 1963

NAME	RESIDENCE (No. Street, City or Town)
<i>Arthur H. Feiner</i>	15 Westminster Street, Providence, R. I.
<i>Joyce M. McGee</i>	35 Beechcrest Street, Warwick, R. I.
<i>Marian W. Clarke</i>	127 Cedar Avenue, East Greenwich, R. I.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE } In the City of Providence
in said county this 6th day of May, A. D. 19.63
then personally appeared before me Arthur H. Feiner, Joyce M. McGee and Marian W. Clarke

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.

William G. Jarman
Notary Public
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

RICO HEADER TOOL CORPORATION

MAY-7-63 STATE SEC. OF 1963 *****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 7 - 1963

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 31816

Providence May 7, 19 63

I Hereby Certify That Rico Header Tool Corporation

has paid into the State Treasury office of Eighty Dollars for Incorporation

in accordance with the provisions of 7-19, General Laws. Raymond W. DeFawkesley

General Treasurer.