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**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**RICO MACHINE CO., INC.**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Rico Machine Co., Inc.

SECOND: The shareholders of the corporation on December 20, 1972, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 5,750 ; and the number of shares entitled to vote thereon was 5,750

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common, \$1.00 Par Value	5,750

FIFTH: The number of shares voted for such amendment was 5,750 ; and the number of shares voted against such amendment was None

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common, \$1.00 Par Value	5,750	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

(See amendment)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

The stated capital of the Corporation shall be increased to an amount equal to the aggregate par value of the authorized, issued and outstanding capital stock of the Corporation, immediately following the effective date of the amendment set forth herein. Such stated capital will be \$510,000.

Dated December 20, 19 72

RICO MACHINE CO., INC.

By Ralph G. Banton  
Its President  
and Ralph G. Banton  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF BRISTOL

} Sc.

At BRISTOL in said county on this 20TH day of  
December, 1972, personally appeared before me Ralph G. Barton,  
who, being by me first duly sworn, declared that he is the President  
and Secretary of Rico Machine Co., Inc.

that he signed the foregoing document as President and as Secretary of the  
corporation, and that the statements therein contained are true.

Allen D. Cornell

Notary Public

(NOTARIAL SEAL)

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Article FIFTH of the Articles of Association of Rico Machine Co., Inc. is amended to read as follows:

"FIFTH. The aggregate number of shares which the Corporation shall have authority to issue is twenty thousand (20,000) shares, of which ten thousand (10,000) shares shall consist of and be designated "\$3.50 Non-Cumulative Voting Preferred Stock", having a par value of \$50.00 per share (the "Preferred Stock"), and ten thousand (10,000) shares shall consist of and be designated "Common Stock", having a par value of \$1.00 per share (the "Common Stock")."

The following is a statement of the preferences, limitations and rights pertaining to the Preferred Stock:

Section 5.1. Dividends. The holders of Preferred Stock, in preference to the holders of Common Stock, shall be entitled to receive out of any funds legally available, but only when and as declared by the board of directors, dividends in cash at the rate of \$3.50 per share per annum, and no more, payable quarterly on the last days of February, May, August and November of each year. Such dividends shall not be cumulative.

Section 5.2. Dividends on Common Stock. In no event, so long as any Preferred Stock shall be outstanding, shall any dividends, except a dividend payable in Common Stock or other shares ranking junior to the Preferred Stock, be paid or declared or any distribution be made on the Common Stock or any other shares ranking junior to the Preferred Stock, nor shall any Common Stock or any other shares ranking junior to the Preferred Stock be purchased, retired or otherwise acquired by the Corporation (except out of the proceeds of the sale of Common Stock or other shares ranking junior to the Preferred Stock):

(a) Unless dividends for the four full quarterly dividend periods prior to the date of such proposed dividend, purchase, retirement or acquisition shall have been declared and paid, or a sum sufficient for payment thereof set apart; or,

(b) Unless the consent in writing to such proposed dividend, purchase, retirement or acquisition shall have been obtained from the holders of record of all issued and outstanding shares of Preferred Stock.

Section 5.3. Redemption. The Corporation may at any time, and from time to time, at its option, redeem all or any part of the Preferred Stock at the time outstanding, at the price of Fifty Dollars (\$50.00) per share.

Notice of every such redemption shall be mailed, postage prepaid, to the holders of record of the Preferred Stock at their respective addresses then appearing on the books of the Corporation, not less than thirty (30) days nor more than sixty (60)

days prior to the date fixed for such redemption. At any time before or after notice has been given as above provided, the Corporation may deposit the aggregate redemption price of the shares of Preferred Stock to be redeemed with any bank or trust company named in such notice, directed to be paid to the respective holders of the shares of Preferred Stock so to be redeemed, in amounts equal to the redemption price of all shares of Preferred Stock so to be redeemed, on surrender of the stock certificate or certificates held by such holders; and upon the making of such deposit, such holders shall cease to be shareholders with respect to such shares, and after such notice shall have been given and such deposit shall have been made, such holders shall have no interest in, or claim against, the Corporation with respect to such shares, except only to receive such money from such bank or trust company, without interest. In case less than all of the outstanding shares of Preferred Stock are to be redeemed, the Corporation shall select by lot the shares so to be redeemed, in such manner as shall be prescribed by its board of directors.

Any shares of Preferred Stock which are redeemed by the Corporation pursuant to the provisions of this Section 5.3 shall be cancelled and not reissued. Any shares of Preferred Stock otherwise acquired by the Corporation shall assume the status of authorized and unissued shares of Preferred Stock.

Section 5.4. Liquidation. The holders of Preferred Stock shall, in case of any liquidation, dissolution or winding up of the affairs of the Corporation, be entitled to receive in full out of the assets of the Corporation, including its capital, before any amount shall be paid or distributed among the holders of the Common Stock or any other shares ranking junior to the Preferred Stock, the amount of Fifty Dollars (\$50.00) per share. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Preferred Stock of the full amount of Fifty Dollars (\$50.00) per share, then such net assets shall be distributed ratably upon outstanding shares of Preferred Stock. After payment to holders of Preferred Stock of the full amount of Fifty Dollars (\$50.00) per share, holders of Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up of the affairs of the Corporation for the purposes of this Section 5.4.

Section 5.5. Voting. The holders of Preferred Stock shall be entitled to one (1) vote for each share of such stock upon all matters presented to the shareholders.

Section 5.6. Preemptive Rights. The holders of Preferred Stock shall have no preemptive right to purchase, or have offered

to them for purchase, any shares of capital stock or other securities of the Corporation, whether now or hereafter authorized.

The following is a statement of the rights of the Common Stock and of the limitations thereon:

Section 5.7. Voting. Except as otherwise provided by law, the holders of Common Stock shall not, so long as any shares of Preferred Stock shall be issued and outstanding, be entitled to vote upon any matter presented to the shareholders.

Section 5.8. Liquidation. The holders of Common Stock shall, in case of any liquidation, dissolution or winding up of the affairs of the Corporation, and after the payment upon all outstanding shares of Preferred Stock of the full preferential amount to which they are entitled, share ratably in the net assets of the Corporation then remaining.

Section 5.9. Preemptive Rights. The holders of Common Stock shall have no preemptive right to purchase, or have offered to them for purchase, any shares of capital stock or other securities of the Corporation, whether now or hereafter authorized.

On the effective date of this amendment, the aggregate of the shares of the then issued and outstanding Common Stock of the Corporation, having a par value of \$1.00 per share, shall be changed into an aggregate of 10,000 shares of Common Stock of the Corporation, having a par value of \$1.00 per share, and 10,000 shares of Preferred Stock.