

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Arthur H. Feiner, Leonard A. Feiner, both of the City and County of Providence, State of Rhode Island, and Theresa J. Centofanti of the City of Cranston, said County and State, 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 Rico Machine Co., Inc.

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

for the purpose of To manufacture, construct, fabricate, repair, improve, originate, operate, use, sell, lease, and deal in machine tools, machinery, devices, appliances, apparatus, equipment, and plants, of every nature, kind, and description whatsoever, and any and all materials in any way used or to be used in connection therewith; to acquire by purchase, lease or otherwise, and to manufacture, and construct machines of any kind or character, and to equip, erect and install the same; and to operate, use, sell, deal in, lease and hire the same. To apply for, or purchase or otherwise acquire, own, hold, use, operate under, sell, assign, lease and mortgage, or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, privileges, licenses, copyrights, trademarks, and trade names, devices, improvements and processes of every sort and description, necessary and incidental to these purposes; and also to carry on a general manufacturing business.

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 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 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 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 East Providence, Rhode Island, and elsewhere. ~~(City or Town)~~

FIFTH. ~~The TOTAL amount of authorized capital stock of said corporation, with~~
~~par value shall be~~ (\$) ~~dollars as follows, viz:~~
~~Common stock in the amount of~~ (\$)
~~dollars to be divided into~~ (.....) ~~shares of~~
~~the par value of~~ (\$) ~~dollars each of~~
~~Preferred stock in the amount of~~ (\$)
~~dollars to be divided into~~ (.....) ~~shares of~~
~~the par value of~~ (\$) ~~dollars each of~~
(~~or if capital stock is without par value~~)

The TOTAL number of shares of capital stock authorized, without par value, shall be
..... Five Hundred (..... 500) shares,
as follows, viz:—..... Five Hundred (..... 500) 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:—

1. Consideration. Said no par value common stock may be issued by the Company 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.

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

(Further provisions not inconsistent with law)

SEVENTH. ~~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~~ 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 28th day of February, A. D. 1950.

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Arthur H. Feiner</i>	15 Westminster Street, Providence, R.I.
<i>Leonard A. Feiner</i>	164 Evergreen Street, Providence, R.I.
<i>Theresa J. Centofanti</i>	54 Lyndon Road, Edgewood, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF Providence } In the City of Providence
} ~~Town~~ }
in said county this 28th day of February, A. D. 1950
then personally appeared before me Arthur H. Feiner, Leonard A. Feiner and Theresa J. Centofanti

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.

Mary E. Sawyer
Notary Public

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
FEB 28 1957
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(BUSINESS CORPORATION)
ORIGINAL
ARTICLES OF ASSOCIATION OF
RICO MACHINE CO., INC.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 16117

Providence, February 28, 1950

I Hereby Certify That Pico Machine Co., Inc.

has paid into the State Treasury a fee of
Twenty-Five and 00/100 Dollars for Incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.
\$ 25.00
General Treasurer.