

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we IRVING J. WALDMAN, MAXWELL W. WALDMAN, and JOAN A. THOMPSON

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.

SECOND. Said corporation shall be known by the name of M. H. STALLMAN COMPANY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of Manufacturing, processing, distributing, etc. plastic and latex foams, coated fabrics, rubber webbing, and allied lines; also manufacturing, distributing and sale of furniture, fabrics, wholesale and retail.

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. No stockholder of this company shall make sale of any stock of the company held by him without first giving written notice to the company of his intention to sell the same and giving to the company the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party. The Company shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said date the stockholder shall be at liberty to make sale of said stock so offered to the company, in the open market, for a price not less than the one at ~~which~~ which said stock was offered to the company.

NINTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residences this 15<sup>th</sup> day of July, A. D. 19 64

NAME	RESIDENCE (No. Street, City or Town)
<u>Irving J. Waldman</u>	<u>143 Cottage St., Pawt., R. I.</u>
<u>Maxwell W. Waldman</u>	<u>225 Fifth St., Prov., R. I.</u>
<u>Joan A. Thompson</u>	<u>342 Thurbers Ave., Prov., R. I.</u>

STATE OF RHODE ISLAND, }  
 COUNTY OF PROVIDENCE } In the City of Providence  
 in said county this 15<sup>th</sup> day of July, A. D. 19 64  
 then personally appeared before me IRVING J. WALDMAN, MAXWELL W. WALDMAN  
AND JOAN A. THOMPSON

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.

Michael J. Scorsone  
 Notary Public.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

M. H. STALLMAN COMPANY, INC.

Fee of  
JUL 15 1964 9.300 85.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUL 15 1964 19



# State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 33472

Providence

July 15

1964

I Hereby Certify That *M. H. Stallman Company, Inc.*

has paid into the State Treasury a fee of

*Eighty* - Dollars for

*incorporation*

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

*Raymond H. DeFavrosky*  
General Treasurer.