

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Alan T. Dworkin, Leonard Decof, and John J. Vallone, 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

G S G CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in the general business of a restaurant, and the buying and selling of such merchandise as may be necessary for the carrying on of said business, including all kinds of food, liquid refreshments and beverages, and all other kinds of merchandise necessary and incidental for the purpose of carrying on such business. In general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests 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 ~~any~~ ^{said} corporation shall have power:

- (a) to have perpetual succession in its corporate name, ~~and to sue and be sued in its corporate name~~
- (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 ~~the~~ ^{said} corporation shall ~~use~~ ^{not} 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, ~~or to issue bonds, securities or evidences of indebtedness~~, 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~~ ^{said} corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Warwick, Rhode Island.
(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; and
Preferred stock in the amount of _____ (\$ _____)
dollars, to be divided into _____ (_____) shares, of
the par value of _____ (\$ _____) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
_____ SIX HUNDRED (600) shares
as follows, viz:— _____ SIX HUNDRED (600) shares of
Common stock, without par value; and
_____ NONE (-0-) 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:—

The corporation shall have the right in case of sale of any stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The Board of Directors shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty (60) days after the rejection of such offer, by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation. The Directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

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

(Further provisions not inconsistent with law)

SEVENTH. The capital stock of the corporation without par value may be issued from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate as may be determined from time to time by the stockholders.

EIGHTH. The incorporators hereof shall have the power to amend these Articles of Association.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 21st day of January, A. D. 1966

NAME

RESIDENCE
(No. Street, City or Town)

Alan T. Dworkin

280c Ferris Ave., Rumford, R.I.

Leonard Decof
John J. Vallone, Jr.

80 Tupelo Hill Dr., Cranston, R.I.

281 Greenwich Ave., Warwick, R. I.

STATE OF RHODE ISLAND, }

City
In the

of Providence

COUNTY OF PROVIDENCE }

~~Town~~

in said county this 17th day of January, A. D. 1966

then personally appeared before me Alan T. Dworkin, Leonard Decof and John J. Vallone, 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.

Herman J. Rosenberg
Notary Public

X 125 ✓
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

G S G CORPORATION

JAN 31 1966 19

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 31 1966



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 35681 Providence, Jan. 31, 19 66

I Hereby Certify That G S G Corporation

has paid into the State Treasury a fee of Eighty dollars
Dollars for Incorporation

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

General Treasurer.