

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we Abraham Belilove, Samuel J. Kolodney and Patricia A. Pate

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

RHODE ISLAND BUS CORP.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) Engaging in motor transportation; transporting passengers, for the purpose of baggage, and other articles in interstate commerce; acting as a public carrier in interstate commerce; performing services relating to transportation and that are common and usual thereto; to organize, maintain and operate for hire a transportation service for the purpose of transporting passengers, baggage, merchandise and freight of every description whatsoever by means of automobile, motor bus, motor truck and vehicle of every make or design however propelled; to do generally all and every other thing necessary and incident to the business of a motor bus carrier in interstate commerce or necessary or incident to the enjoyment of the power and privilege herein granted; Nothing herein contained shall be deemed to authorize engaging in intra-state commerce or to exercise or acquire franchises in streets or highways of this state or to have the right to take of condemn land or other property within this state under the power of eminent domain or to act as a street railway company.

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 Providence, 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  
Five Thousand ( 5000 ) shares  
as follows, viz:— Five Thousand ( 5000 ) 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:—

SIXTH. (If not perpetual) The period of duration of said corporation shall termi-  
nate

(Further provisions not inconsistent with law)



SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 17<sup>th</sup> day of October, A. D. 19 61

NAME	RESIDENCE (No. Street, City or Town)
<u>Abraham Belilove</u>	<u>Abraham Belilove, 115 Hartshorn Road, Providence, Rhode Island</u>
<u>Samuel J. Kolodney</u>	<u>Samuel J. Kolodney, 96 East Manning Street, Providence, Rhode Island</u>
<u>Patricia A. Pate</u>	<u>Patricia A. Pate, 508 Woodward Road, North Providence, Rhode Island</u>

STATE OF RHODE ISLAND, } City }  
COUNTY OF Providence } In the } of Providence  
in said county this 17<sup>th</sup> day of October, A. D. 19 61  
then personally appeared before me Abraham Belilove, Samuel J. Kolodney  
and Patricia A. Pate

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.

Constance P. Reilly  
Notary Public.



866  
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

RHODE ISLAND BUS CORP. ✓

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

OCT 18 1961  
19



# State of Rhode Island and Providence Plantations

## OFFICE OF THE GENERAL TREASURER

Nº 29720

Providence Oct 18 1961

I Hereby Certify That Rhode Island Bus Corp.

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. D'Amico  
General Treasurer.





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF BUSINESS REGULATION  
DIVISION OF PUBLIC UTILITIES  
49 WESTMINSTER STREET, PROVIDENCE 3, R. I.

MORTIMER W. NEWTON  
ADMINISTRATOR

October 18, 1961

GEORGE A. McLAUGHLIN  
DEPUTY ADMINISTRATOR

Honorable James C. Carr  
Deputy Secretary of State  
Office of Secretary of State  
State House  
Providence, Rhode Island

Dear Mr. Carr:

This office has examined the proposed Articles of Association for a proposed Rhode Island corporation entitled Rhode Island Bus Corp. Based on the purpose clause stated in said proposed Articles, it is apparent that the said corporation proposes to operate only in interstate commerce and specifically not in intrastate commerce. Further, the proposed corporation by exclusion does not fall within the corporations specifically exempted by 7-2-2 of the General Laws of Rhode Island (1956 Edition).

Accordingly, this office has no objection to the proposed corporation being organized under the general corporation statute. It is our opinion that the proposed powers do not fall within said 7-2-2.

Very truly yours,

Mortimer W. Newton  
Administrator

MWN:vf



ARCARO, BELILOVE AND KOLODNEY  
ATTORNEYS AT LAW

HAROLD C. ARCARO  
ABRAHAM BELILOVE  
SAMUEL J. KOLODNEY  
HAROLD C. ARCARO, JR.

525 INDUSTRIAL BANK BUILDING  
PROVIDENCE 3, RHODE ISLAND  
TELEPHONE DEXTER 1-6100

October 10, 1961

State of Rhode Island  
Secretary of State  
State House  
Providence, Rhode Island

Gentlemen:

The undersigned is Secretary of Rhode Island Bus Company, a Rhode Island corporation. We have been advised that an application has been filed in your office to form a corporation by the name of Rhode Island Bus Corp. We specifically do not object to the formation of this corporation under said name.

Very truly yours,

RHODE ISLAND BUS COMPANY

By *H. Christopoulos*  
Secretary

AB.pcg