

Filing fee: \$20.00

**State of Rhode Island and Providence Plantations**

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

**KENNEY MANUFACTURING COMPANY**

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 KENNEY MANUFACTURING COMPANY.

SECOND: The shareholders of the corporation on Jan 16, 1980, 19 80, 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)]

Article FOURTH of the Articles of Association shall be amended by substituting the following amended Article FOURTH:

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is 758,563 shares, as follows:

1. 69,510 shares of 4% cumulative First Preferred Stock, \$10.00 par value;
2. 667,861 shares of 9% cumulative Second Preferred Stock, \$1.00 par value;
3. 1,792 shares of 8% cumulative Third Preferred Stock, \$120.00 par value;
4. 19,206 shares of Class A common stock, \$1.00 par value.
5. 194 shares of Class B common stock, \$11.00 par value.

The holders of the preferred stock shall be entitled to receive out of the surplus or net earnings of the corporation, dividends, when and as declared by the directors, payable at such periods as shall be fixed by them:

1. On the First Preferred Stock at the rate of forty cents (\$0.40) per share per annum and no more, before any dividends shall be paid on the shares of Second or Third Preferred Stock or common stock.
2. On the Second Preferred Stock at the rate of nine cents (\$0.09) per share per annum and no more, before any dividends are paid on the shares of Third Preferred Stock or common stock.
3. On the Third Preferred Stock at the rate of Nine Dollars and Sixty Cents (\$9.60) per share and no more, before any dividends shall be paid on the shares of common stock.

The dividends on the preferred stock shall be cumulative, so that if for any period the same shall not be paid, the right thereto shall accumulate as against the common stock, and all arrears so accumulated shall be paid before any dividends shall be paid upon the common stock.

Subject to the foregoing limitations, the holders of the Class A common stock and of the Class B common stock shall be entitled to receive out of the surplus or net earnings of the corporation dividends when and as declared by the directors pro rata among such holders in

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 71,496; and the number of shares entitled to vote thereon was 1986

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")

Class	Number of Shares
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None

FIFTH: The number of shares voted for such amendment was 1986; and the number of shares voted against such amendment was 0

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")

Class	Number of Shares Voted	
	For	Against

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)

1792 shares of issued and outstanding shares of common stock shall be exchanged for 667,861 shares of Second Preferred and 1792 shares of Third Preferred Stock, leaving 194 shares of common stock (reclassified as Class B common as provided above). 19,206 shares of Class A common stock shall be issued to the holder of the Class B common stock to reflect the split of the old common stock into Class A and Class B common stock.

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)

Stated Capital Before the Amendment	
Preferred Stock	\$ 695,100.00
Common Stock	198,600.00
	--\$893,700.00

STATED Capital After the Amendment

First Preferred Stock	\$ 695,100.00	
Second Preferred Stock	667,861.00	
Third Preferred Stock	215,040.00	
Class A Common Stock	19,206.00	Increase provided by
Class B Common Stock	194.00	transfer from earned
		surplus \$703,701.00
	\$1,597,401.00	

Dated 1-31, 1980

KENNEY MANUFACTURING COMPANY

By A. Dickson Kenney  
Its President  
and John J. Kenney  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF CENT

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At WARRICK in said county on this 24 day of January, 1980, personally appeared before me G. DICKSON, who, being by me first duly sworn, declared that he is the VICE PRESIDENT of KENNEY MANUFACTURING COMPANY that he signed the foregoing document as VICE PRESIDENT of the corporation, and that the statements therein contained are true.

Richard H. Davis  
Notary Public

(NOTARIAL SEAL)

My Commission Expires  
June 30, 1981

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Continuation of paragraph FOURTH

proportion to the number of shares held by them as though the Class A and Class B common stock were a single class of stock.

In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall be entitled to be paid the par value per share and an amount equal to any unpaid accrued dividends thereon before any amount shall be paid to the holders of the common stock.

As between the classes of Preferred Stock the full sum payable to the holders of the First Preferred Stock shall be paid before any amount shall be paid to the holders of the other classes, and the full sum payable to the holders of the Second Preferred Stock shall be paid before any amount shall be paid to the holders of the Third Preferred Stock.

The shares of Preferred Stock shall be redeemable; provided, that no shares of Second or Third Preferred Stock shall be redeemable while shares of First Preferred Stock are issued and outstanding and no shares of Third Preferred Stock shall be redeemable while shares of Second Preferred Stock are issued and outstanding. Subject to the foregoing, the preferred stock may be called for redemption, in whole or in part, at any time and from time to time, upon order of the board of directors, at par value per share plus unpaid accumulated dividends. If less than all of the outstanding preferred stock is to be redeemed, the board of directors may in its absolute discretion designate which shares shall be redeemed. The corporation shall notify the record holders of any shares of preferred stock to be redeemed by depositing in the mail postage prepaid, and addressed to the record holder at his last known address a written notice setting forth the intent to redeem and a redemption date. On and after such redemption date, the stock so called for redemption shall cease to be entitled to any dividends, interest or rights in the corporation, and shall only be entitled to the amount of the redemption price, plus accrued dividends to the published redemption date.

The holders of shares of First and Second Preferred Stock and the holders of shares of Class A common stock shall have no voting rights on any matters to be brought before the stockholders for action, except as their right to vote may be required by law. The holders of shares of Third Preferred Stock and of Class B common stock shall have the exclusive right to cast one vote on any matters to be brought before the stockholders for each share of Third Preferred Stock or Class B common stock held by them as though the shares of each such class were a single class of stock, except as a separate vote of such classes may be required by law and except as the vote of holders of the other classes of stock may be required by law. In any case in which a separate vote of a class of stock may be required by law, the holders of that class of stock shall be entitled to cast one vote for each share held by them.

In the event of any liquidation or winding up, whether voluntary or involuntary, of the corporation, the holders of Class A and Class B common, subject to the payment of all liabilities of the Corporation and to the prior rights of the holders of preferred stock set forth above, shall be entitled to receive all assets of the corporation pro rata in proportion to the number of shares of Class A and Class B common stock held by them as though such shares were a single class.