

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated June 25, 1957, made by and between C. P. HENRY NOVELTY COMPANY, a Rhode Island corporation, having its principal office in Providence, Rhode Island (hereinafter sometimes called "Henry"), and having an authorized capital consisting of 1,500 shares of common stock without par value, of which 1,200 shares are issued and outstanding, and KENNEY MANUFACTURING COMPANY, a Rhode Island corporation, having its principal office in Cranston, Rhode Island (hereinafter sometimes called "Kenney"), and having an authorized capital consisting of 3,250 shares of common stock of the par value of \$100 each, of which 2,603 shares are issued and outstanding, and 250 shares of preferred stock of the par value of \$100 each, of which no shares are issued and outstanding.

W I T N E S S E T H T H A T :

WHEREAS, said corporations deem it advisable that Henry be merged into Kenney as authorized by the statutes of the State of Rhode Island under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, the parties to this agreement, in the manner provided by the laws of Rhode Island, do hereby agree each with the other that Henry be merged into Kenney and that Kenney merge Henry into itself, pursuant to the laws of Rhode Island, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect:

FIRST: Henry shall be and hereby is merged into Kenney, and Kenney hereby merges Henry into itself. The surviving corporation shall continue to exist under and be governed by the laws of the State of Rhode Island.

SECOND: The name of the surviving corporation is and shall be Kenney Manufacturing Company.

THIRD: The nature of the business and objects and purposes to be transacted, promoted or carried on by the surviving corporation are as follows:

Manufacturing, assembling, producing, buying, selling, importing, exporting, and generally dealing in drapery hardware, curtain rods, accessories, supplies and parts, and other articles of merchandise similar thereto or incidental to or connected therewith, and for the purpose of manufacturing, assembling, producing, buying, selling, importing, exporting, and generally dealing in any and all kinds of goods, wares, merchandise, and products of all kinds whatsoever.

FOURTH: The principal office of the surviving corporation shall be at 609 Wellington Avenue, Cranston, Rhode Island.

FIFTH: The total amount of authorized stock which the surviving corporation shall have authority to issue is 3,250 shares of common stock of the par value of \$100 each.

SIXTH: The surviving corporation is to have perpetual existence.

SEVENTH: The shares of stock of the surviving corporation will be distributed as follows: One share of the surviving corporation's common stock will be issued in exchange for 10 shares of common stock of Henry. Present holders of Kenney's outstanding common stock will hold the same number and same kind of shares of the surviving corporation that they held prior to the merger.

EIGHTH: The surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all restrictions, disabilities

and duties of the two corporations parties to this agreement and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the two constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said corporations parties hereto shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon any property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Henry and Kenney shall thenceforth attach to said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

NINTH: The by-laws of Kenney shall remain and be the by-laws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

The number of directors of the surviving corporation shall be fixed by or in accordance with the by-laws and may be altered from time to time as provided therein. The number, names and places of residence of the first Board of Directors of the surviving corporation who shall hold office from and after the effective date of the merger until the first annual meeting of the stockholders of the surviving corporation thereafter and

according to the by-laws of the surviving corporation are as follows:

<u>Names</u>	<u>Residences</u>
William C. Kenney	Cranston, R. I.
George M. Kenney	Cranston, R. I.
Gordon B. Kenney	Cranston, R. I.
G. Dickson Kenney	Cranston, R. I.
Philip L. Kenney	Cranston, R. I.

The first annual meeting of the stockholders of the surviving corporation after the effective date of the merger shall be the annual meeting provided in the by-laws for the year 1957.

The officers of the surviving corporation shall be a president, an executive vice president, a vice president, a secretary, a treasurer, and a controller. The names, titles, and residences of the officers of the surviving corporation, from and after the effective date of the merger and until the first meeting of the Directors held after the annual meeting of the stockholders pursuant to the by-laws of the surviving corporation, are as follows:

<u>Office</u>	<u>Names</u>	<u>Residences</u>
President	William C. Kenney	Cranston, R. I.
Executive Vice President	Philip L. Kenney	Cranston, R. I.
Vice President	Gordon B. Kenney	Cranston, R. I.
Treasurer	George M. Kenney	Cranston, R. I.
Secretary	Gordon B. Kenney	Cranston, R. I.
Controller	G. Dickson Kenney	Cranston, R. I.

The first regular meeting of the Board of Directors of the surviving corporation after the effective date of the merger shall be the annual meeting provided in the by-laws for the year 1957.

The surviving corporation shall pay all expenses of carrying this agreement into effect and accomplishing the merger.

TENTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the surviving corporation, according to the terms hereof, the title to any property or rights of either Henry or Kenney, the proper officers and directors of either of the aforesaid corporations shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation and otherwise to carry out the purposes of this agreement.

ELEVENTH: Said corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within fifteen (15) days after the stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within the said fifteen (15) days, then such stockholder may, at any time within thirty (30) days after the expiration of said fifteen (15) days, sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

TWELFTH: This agreement shall be filed in the office of the Secretary of State of Rhode Island. The merger hereinbefore

provided for shall, so far as is permitted by law, be effective for all purposes at 12:01 A.M. on the 1st day of July, 1957.

IN WITNESS WHEREOF on the date first above written, the parties to this agreement have caused these presents and three counterparts thereof to be executed by the President and Secretary of C. P. Henry Novelty Company, and by the President and Secretary of Kenney Manufacturing Company, thereunto duly authorized.

C. P. HENRY NOVELTY COMPANY

By Wm. C. Kenney  
President

Gordon B. Kenney  
Secretary

KENNEY MANUFACTURING COMPANY

By Wm. C. Kenney  
President

Gordon B. Kenney  
Secretary

STATE OF RHODE ISLAND

County of Providence

In Providence in said County and State on the 25th day of June, 1957, before me personally appeared the above named William C. Kenney, President of C. P. Henry Novelty Company, and Gordon B. Kenney, Secretary thereof, to me personally known and known by me to be the persons executing the foregoing instrument for and on behalf of said corporation, and they acknowledged said instrument by them executed to be their free act and deed in their said capacities and the free act and deed of said corporation.

James K Edwards  
Notary Public

My Commission Expires  
June 30, 1961

STATE OF RHODE ISLAND

County of Providence

In Providence in said County and State on the 25th day of June, 1957, before me personally appeared the above named William C. Kenney, President of Kenney Manufacturing Company, and Gordon B. Kenney, Secretary thereof, to me personally known and known by me to be the persons executing the foregoing instrument for and on behalf of said corporation, and they acknowledged said instrument by them executed to be their free act and deed in their said capacities and the free act and deed of said corporation.

  
Notary Public

My Commission Expires  
June 30, 1961

6/20/57 -1:6

CERTIFICATE OF APPROVAL OF MERGER OF  
C. P. HENRY NOVELTY COMPANY  
INTO  
KENNEY MANUFACTURING COMPANY

I, GORDON B. KENNEY, Secretary of C. P. Henry Novelty Company, a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly executed on behalf of said corporation by the president and secretary thereof and having been signed by the president and secretary of Kenney Manufacturing Company, a corporation of the State of Rhode Island, was duly submitted to the stockholders of said C. P. Henry Novelty Company, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation on waiver of notice signed by all of said stockholders, in accordance with the provisions of section 55-B of the General Corporation Law of Rhode Island, on the 25th day of June, 1957, for the purpose of considering and taking action upon said Agreement of Merger; and that at said meeting, at which said holders of all of the issued and outstanding shares were represented by proxy, said Agreement was considered, and a vote by ballot was taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and that all the votes cast at said meeting were cast in favor of the adoption of said Agreement.

IN WITNESS WHEREOF, I have made this certificate hereby declaring and certifying that the facts herein stated are true, and accordingly have signed this certificate and have affixed the corporate seal hereto, this the 25th day of June, 1957.

Gordon B. Kenney  
Secretary

STATE OF RHODE ISLAND )  
                                  ) ss.  
COUNTY OF PROVIDENCE )

I, James K Edwards, a Notary Public in and for the County and State aforesaid, do hereby certify that Gordon B. Kenney, whose name is signed to the writing above, bearing date the 25th day of June, 1957, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal, this 25th day of June, 1957.

James K Edwards  
Notary Public

My Commission Expires  
June 30, 1961

CERTIFICATE OF APPROVAL OF MERGER OF  
C. P. HENRY NOVELTY COMPANY  
INTO  
KENNEY MANUFACTURING COMPANY

I, GORDON B. KENNEY, secretary of Kenney Manufacturing Company, a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly executed on behalf of said corporation by the president and secretary thereof and having been signed by the president and secretary of C. P. Henry Novelty Company, a corporation of the State of Rhode Island, was duly submitted to the stockholders of said Kenney Manufacturing Company, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation on waiver of notice signed by all of the stockholders, in accordance with the provisions of section 55-B of the General Corporation Law of Rhode Island, on the 25th day of June, 1957, for the purpose of considering and taking action upon said Agreement of Merger; and that at said meeting, at which the said holders of all of the issued and outstanding shares were represented by proxy, said Agreement was considered, and a vote by ballot was taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and that all the votes cast at said meeting were cast in favor of the adoption of said Agreement.

IN WITNESS WHEREOF, I have made this certificate hereby declaring and certifying that the facts herein stated are true, and accordingly have signed this certificate and have affixed the corporate seal hereto, this the 25th day of June, 1957.

Gordon B. Kenney  
Secretary

STATE OF RHODE ISLAND )  
                                  ) ss.  
COUNTY OF PROVIDENCE )

I, James K Edwards, a Notary Public in and for the County and State aforesaid, do hereby certify that Gordon B. Kenney, whose name is signed to the writing above, bearing date the 25th day of June, 1957, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal, this 25th day of June, 1957.

James K Edwards  
Notary Public

My Commission Expires  
June 30, 1961



AGREEMENT OF MERGER

between

C. P. HENRY NOVELTY COMPANY  
and

KENNEX MANUFACTURING COMPANY  
dated June 25, 1957  
(to be filed and therefore  
become effective July 1, 1957)

DEPARTMENT OF STATE  
OFFICE OF  
SECRETARY OF STATE  
PROVIDENCE, R. I.

RECEIVED & FILED JUL - 1 1957

EDWARDS & ANGELL  
15 WESTMINSTER STREET  
PROVIDENCE 3, RHODE ISLAND