

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Robert F. Pickard, Richard W. Billings and William R. Powers, III

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

The Electric Traverse Rod Company

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of manufacturing, buying, selling, importing, exporting and dealing in curtain rods, curtain poles and window fixtures of every kind and description, including, without limitation, electric traverse rods.

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~~ ^{said} 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 otherwise;~~
- (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; said not
- (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that ~~the~~ ^{said} 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 so authorized by its articles of association or otherwise~~ 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.

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 two hundred fifty thousand (\$ 250,000) dollars as follows, viz: Common stock in the amount of two hundred fifty thousand (\$ 250,000) dollars to be divided into two hundred fifty thousand (250,000) shares of the par value of one (\$ 1.00) 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 ----- shares as follows, viz:----- 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---~~ be perpetual.

(Further provisions not inconsistent with law)

d

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 16th day of March, A. D. 19 60

NAME	RESIDENCE (No. Street, City or Town)
<i>Robert J. Rickard</i>	<i>59 Peck St East Greenwich RI</i>
<i>Richard W. Billings</i>	<i>11 Market St Providence, RI</i>
<i>William R. Powers III</i>	<i>21 Rumford Dr Barrington R.I.</i>

STATE OF RHODE ISLAND, }
 COUNTY OF Providence } In the City of Providence
 in said county this 16th day of March, A. D. 19 60
 then personally appeared before me Robert F. Rickard, Richard W. Billings and William R. Powers, III

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.

K. Vera Craddock
Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 27578

Providence

March 16,

60

19

I Hereby Certify That The Electric Traverse Rod Company

has paid into the State Treasury a fee of One Hundreddollars

One Hundred Dollars for Incorporation

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

Raymond H. Crawford

General Treasurer.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

The Electric Traverse Rod

Company

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 16 1960 19

SEVENTH: No holder of any of the stock of the corporation, whether any original subscriber or a subsequent transferee, shall sell, assign or transfer any shares of stock without first offering to sell the same to the corporation at a price not in excess of the book value thereof as of the end of the last fiscal year of the corporation ending prior to the date of the offer, or in the case of an offer during the first fiscal year of the corporation, as of the end of the last calendar month ending prior to the date of the offer. The book value per share of such stock for this purpose shall be determined by dividing the excess of the book value of the assets of the corporation, after depreciation, over the liabilities of the corporation, including as liabilities any reserves for contingencies or other purposes created by action of the Board of Directors, as shown on the balance sheet of the corporation as of the valuation date prepared under the supervision of the independent accountants of the corporation, by the number of issued and outstanding shares of stock of the corporation. All proposed transfers of stock by a holder are intended to be limited by this Article, including, without limitation, pledges, gifts, transfers by operation of law, and transfers by executors or administrators pursuant to wills or the laws of intestate succession. The offer shall be in writing addressed to the corporation in care of its President, or if the offeror be the President, in care of its Secretary. The corporation shall have thirty (30) days after actual delivery of the written offer to its President or Secretary, as the case may be, to accept or reject the offer by action of its Board of Directors. If the offer is accepted the corporation shall forthwith tender the purchase price in full to the offeror, and the offeror shall deliver the certificates representing such stock to the corporation duly endorsed in blank, free and clear of all liens and encumbrances and transferring good title to the same to the corporation. If the offer is rejected, the offeror shall be free to sell, assign or transfer such stock to any person, firm or corporation within the period of three (3) months after the date of the offer without again offering the stock to the corporation but thereafter shall be bound to comply again with the terms of this Article before making any such sale, assignment or transfer. The original subscribers to the capital stock of the corporation and all subsequent transferees of stock of the corporation by acceptance of their stock certificates shall be deemed to have notice of and to have agreed to be bound by the terms of this Article. The Board of Directors of the corporation may at any time waive the provisions of this Article in a particular instance subject to such conditions as it may specify, but no such waiver shall bar the rights of the corporation under this Article in any other instance.