

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Albert A. Nutini,
Peter Palombo, Jr., and Vincent J. Piccirilli

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
Sunshine Oil Co., Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of buying, selling and otherwise dealing in and with fuel and other oil and heating material at wholesale and retail or otherwise; buying, selling, leasing and otherwise dealing in and with heating equipment, machinery and apparatus, including the installation and maintenance thereof, at wholesale, retail, or otherwise; the buying selling, leasing and otherwise dealing in and with cooling and refrigeration apparatus and machinery, including its installation, maintenance and repair; the buying, selling, leasing and otherwise dealing in household appliances, apparatus and machinery in connection with heating and refrigeration; and to do all in all manner of things necessary, proper or incidental to any of the foregoing lawful purposes.

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)

(City or Town)

(Or if capital stock is without par value)

(-0-) shares of

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(Further provisions not inconsistent with law)

SEVENTH. No holder of any of the common stock of the corporation shall transfer any of such stock without first offering the same to the corporation for the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his stock, if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer be the Secretary, then to the President; and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock ~~then~~ of the corporation then outstanding and entitled to vote, to be held within ten (10) days after the receipt of said offer, for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding and entitled to vote, shall have ten (10) days after the time fixed for the holding of such special meeting of the stockholders to accept or reject said offer, and until action thereon shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of his common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said ten (10) days such stockholder ~~may~~ may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said ten (10) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the common stock of the corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will and except transfers by gift whether in trust or otherwise) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of the holders of its stock then outstanding and entitled to vote adopted at a meeting of such stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer.

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 4th day of June, A. D. 1963

NAME	RESIDENCE (No. Street, City or Town)
Albert A. Nutini	39 Viking Drive, Bristol
<i>Albert A. Nutini</i>	
Peter Palombo, Jr.	67 Poppy Drive, Cranston
<i>Peter Palombo, Jr.</i>	
Vincent J. Piccirilli	116 Academy Avenue, Providence
<i>Vincent J. Piccirilli</i>	

STATE OF RHODE ISLAND, } City } of Providence
COUNTY OF Providence } In the Town }
in said county this 4th day of June, A. D. 1963
then personally appeared before me Albert A. Nutini, Peter Palombo, Jr.,
and Vincent J. Piccirilli

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.

Notary Public
Notary Public

+ 533 ✓

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

SUNSHINE OIL CO., INC.

REC'D
JUN 19 03 STATE 652 CD*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 19 1963
19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 31976

Providence June 19, 1963

I Hereby Certify That Sunshine Oil Co., Inc.

has paid into the State Treasury a fee of

Eighty Dollars for Incorporation

in accordance with the provisions of 7-14, General Laws.

Raymond H. D'Amico

General Treasurer