

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Alfred W. Greene of the Town of East Greenwich, County of Kent, State of Rhode Island, and Alfred W. Greene, Jr. and Mildred L. Roy both of the Town of West Warwick in said County and State 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 Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of
American Welding Company, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of To buy, sell, manufacture, fabricate, weld and deal in all kinds, forms and combinations of steel, iron or other metals, or either or any of them, and in the products of iron, steel or other metals, or either or any of them, or in which steel, iron or any other metal forms a substantial part, including tools, machinery, boiler parts and general supplies and specialties, and to transact a general steel and iron jobbing, fabricating, welding, machinery and supply business.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

(City or Town)

[illegible]

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
Six Hundred (600) shares,
as follows, viz:— Six Hundred (600) shares of
Common stock, without par value; and
None () 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 terminate

(Further provisions not inconsistent with law)

SEVENTH 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 thirty (30) 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 thirty (30) days, then such stockholder may at any time within thirty (30) days after the expiration of said thirty (30) days, sell said shares to any other party but at not less than the price at which the same were offered to the corporation.

~~EIGHTH~~

~~NINTH~~

In Testimony Whereof, We have hereunto set our hands and stated our residences this 17th day of March, A. D. 1953.

NAME.

RESIDENCE.
(No. Street, City or Town)

Alfred W. Greene R.F.D. 1, Plainville, Conn.
Alfred W. Greene, Jr. Lockwood Ave. W. Warwick R.I.
Mildred L. Roy 94 Lockwood St. West Warwick, R.I.

STATE OF RHODE ISLAND,

COUNTY OF Kent

In the City of West Warwick

in said county this 17th day of March, A. D. 1953.
then personally appeared before me Alfred W. Greene, Alfred W. Greene, Jr.
and Mildred L. Roy

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.

James A. McNamee
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

American Welding Company, Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

MAR 18 1953

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 18661 Providence March 18, 1953 19

I Hereby Certify That American Welding Company, Inc.

has paid into the State Treasury a fee of
twenty-five - - - - - Dollars for incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938
\$ 25.00

Reginald H. Afafolesley
General Treasurer.