

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is NATIONAL DIVERSIFIED SERVICES INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To purchase, own and hold the stock of other corporations, and to do every act and thing covered, by the denomination "holding corporation" especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribed for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation organized under the laws of this state or any other state or district or country and also bonds or evidences of indebtedness of the United States or of any state, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which this Corporation shall have any interest, and to do any acts and things permitted by law to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of this Corporation.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 5,000. Common without par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No share of stock of this Corporation shall be transferred during the life of the shareholder whose stock is to be transferred, whether through the voluntary or involuntary act of a shareholder or by the operation of law, unless such shares shall have first been offered to the Corporation, which shall have for a period of fifteen (15) days after such offer is submitted to the Board of Directors of said company in writing the exclusive option to purchase such shares at a price equal to that price for which the shareholder wanting to sell such shares has a purchaser under contract or must sell at law. If said company shall not have exercised its option to purchase within such time, then each of the other shareholders shall have within the next fifteen (15) days the exclusive option to purchase that proportion of the shares submitted as each shareholder's stock interest bears to total stock interest excluding that stock interest which is being submitted, or to purchase proportionately any or all of the shares submitted if not purchased by the other shareholders at such a price. After the expiration of such time, the shareholders may then sell that part of the stock submitted which has not been purchased by either the company or the other shareholders for such price to the purchaser who has contracted for same or is entitled to same by law. Failure of the company or of the other shareholders to purchase any shares of stock so submitted shall not, as to any future sale or transfer, discharge any such shares of the company from any of the restrictions herein contained.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The corporation shall have power to indemnify any person who is or who was a party to any suit or proceeding, criminal or civil, as set forth in G.L. 1956 (1969 Reenactment) 7-1.1 - 4.1.

SEVENTH. The address of the initial registered office of the corporation is
191 Social Street, Woonsocket, Rhode Island 02895 (add Zip Code)
and the name of its initial registered agent at such address is:
Joseph DiGianfilippo, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Lionel W. Vachon	33 Dale Hill Drive, East Greenwich, RI
Charles Vachon	40 Legion Drive, Cumberland, RI 02864
Kenneth Dion	146 Mason Road, Whitinsville, Mass 01588

NINTH. The name and address of each incorporator is:

Name	Address
Joseph DiGianfilippo	191 Social Street, Woonsocket, RI 02895
Suzanne Durand	191 Social Street, Woonsocket, RI 02895

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

November 21, 1984

Dated November 20, 1984

Joseph DiGianfilippo

Suzanne Durand

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~Town~~ } of Woonsocket

in said county this 20th day of November, A.D. 1984

then personally appeared before me

Joseph DiGianfilippo and Suzanne Durand

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.

Flaine J. Maclean
Notary Public

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NOV 21 1984

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for