

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, FRANK LIGHT, ELLA E. CHILDS and DANIEL J. MURRAY

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 KUNZMANN CHAIN COMPANY

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the purpose of manufacturing, buying, selling, importing, exporting and dealing in jewelry of all grades and kinds usually found in wholesale jobbing and manufacturing jewelry houses; manufacturing such machinery and appliances as are or might be useful in connection with the manufacture or preparation of same, and to do all acts and things, and to transact all business necessary or proper in connection with such objects or incidental thereto, or in any way connected therewith, and in general to carry on any other business, whether manufacturing, wholesale, retail, or otherwise, in furtherance of said object.

And of otherwise acquiring, selling and dealing in property of all kinds, real and personal, tangible and intangible, specifically including patents and trade-marks, as well as special rights therein and of doing all and everything necessary, suitable and proper, for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth as permitted by section 4 of said Chapter 116.

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, and 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)

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$.....) dollars as follows, viz:
Common stock in the amount of (\$.....)
dollars to be divided into shares of
the par value of (\$.....) 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
..... One Hundred 100) shares,
as follows, viz:- One Hundred 100) 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 terminate

(Further provisions not inconsistent with law)

SEVENTH. Before any stockholder shall sell his stock, or any part thereof, he shall first offer to sell the same to the corporation at the lowest price at which he is willing to sell the same. This offer shall be made to the corporation in writing and the corporation shall have the right within thirty days after its receipt of said written offer to accept the same. If within said thirty-day period the corporation does not accept said offer, or if within said thirty-day period said corporation notifies said stockholder that it does not wish to accept said offer, said stockholder shall have the right to sell said stock at a price not lower than stated ~~therein~~ in said offer at any time within six months after the expiration of said thirty-day period, but not otherwise or thereafter without again complying with the provisions of this article. The corporation may accept said offer either by delivering to said stockholder within said thirty-day period written acceptance of said offer or by depositing within said thirty-day period in the United States registered mail, postage prepaid, a written notice of the acceptance of said offer addressed to said stockholder at the address given in said stockholder's offer, and if no such address is given, at the address of said stockholder as it appears in the books of the corporation. Upon the acceptance of said offer said stockholder shall forthwith deliver said stock to the corporation duly endorsed in blank and simultaneously therewith the corporation shall pay to said stockholder the purchase price therefor.

The observance of this provision by each stockholder is a condition precedent to the right of said stockholder to have his stock or any part thereof transferred on the books of the corporation. This right of preemption in the corporation does not affect the transfer of stock by any stockholder by will, bona fide gift or under the laws of intestacy of any state.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 25th day of June, A. D. 1948.

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Frank Light</i>	22 President Avenue, Providence, R. I.
<i>Ella E. Childs</i>	335 Pleasant Street, Rumford, R. I.
<i>Daniel J. Murray</i>	Standish Road, Jamestown, R. I.

STATE OF RHODE ISLAND, } In the City of Providence
COUNTY OF PROVIDENCE } Town
in said county this 25th day of June, A. D. 1948
then personally appeared before me Frank Light, Ella E. Childs and
Daniel J. Murray

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.

Richard A. Canine
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

KUNZMANN CHAIN COMPANY

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

JUN 25 1948

JUN 25 1948

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 14586

Providence, June 25, 1948

I Hereby Certify That Kunzmann Chain Company

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

Richard H. Huntley
General Treasurer.