

## State of Rhode Island and Providence Plantations

April 6 19 54

WE, the undersigned officers of

H. F. Hanscom & Company, Inc.

a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called for the purpose, and held in the ..... City ..... of ..... Providence ..... in said State, on the ..... 6th ..... day of ..... April ..... A. D. 19 54, the following amendment ~~(s)~~ to the Articles of Association (~~or Charter~~) was ~~amended~~ duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:—

Preferred Stock - Unanimous

Common Stock - Unanimous

### PARAGRAPHS (a) & (c) OF ARTICLE FIFTH

which said vote amends ~~or adds the following Article (or Articles)~~ to read as follows, viz.—

"Article No. Fifth:...

(a) Out of the net profits or surplus as determined by the directors, the holders of record of the preferred stock shall be entitled to quarterly preferential dividends at the rate of six percentum per annum, and no more, payable on the first days of March, June, September and December in each year from the date of issue, so that if on any quarterly dividend date after the issue of such preferred stock a dividend of one and one-half per centum shall not be paid on such preferred stock, the deficiency shall be payable subsequently, but without interest, before any dividend shall be declared upon the common stock.

Any dividends, including undeclared dividends in arrears, may be declared to be payable in cash or at the option of the directors may be declared to be payable in the authorized but unissued preferred stock of the company at par, provided, however, that no such dividend may be declared or paid if such payment would impair the capital of the corporation; and provided, further, that no fractional share of preferred stock shall be issued to any stockholder.

~~Article No.~~ Any stockholder who would be entitled to a certificate for a fractional share of the preferred stock shall be entitled in lieu thereof, and in complete satisfaction of his rights to any such fractional share, to cash in an amount equal to the par value of the certificate for a fractional share to which he would be entitled but for this provision.

(b) In case of liquidation or dissolution the preferred stock shall be paid in full at One Hundred Dollars (\$100.) per share, plus current and accumulated dividends, and no more, before any payment shall be made upon the common stock; and the remaining assets shall be distributed among the holders of the common stock only.

(c) The corporation, through its board of directors, may from time to time upon thirty days notice redeem on any dividend date the whole or any part of the preferred stock at one hundred and ten dollars (\$110.) per share plus any accrued and unpaid dividends. If less than the whole of the outstanding preferred stock shall be so redeemed at any time, the stock to be redeemed shall be selected in such manner as the board of directors may deem equitable. Such redemption may be effected after full cumulative dividends to the date of redemption upon all shares of preferred stock then outstand-

~~"Article No.~~

ing and then not to be redeemed, shall have been paid or declared and set apart for payment. On and after the date fixed for such redemption, unless the corporation shall not, after proper demand, have paid to the respective holders of the shares so called for redemption the price thereof, the stock so called for redemption shall cease to be entitled to any dividends, and the respective holders thereof shall have no right or interest therein or in the corporation by reason of the ownership of such shares, except to receive payment therefor at the said redemption price, upon presentation and surrender of their respective certificates therefor.

(d) No right to subscribe for or take any stock, whether preferred or common, at any time issued by the corporation, shall appertain to the preferred stock, except as expressly provided in Clause (a) hereof.

(e) The common stockholders shall have no right to subscribe for or to participate in the taking of any preferred stock voted by the board of directors as a dividend to the preferred stockholders pursuant to Clause (a) hereof. The holders of the preferred stock shall have exclusive voting power if at any time eight cumulative quarterly dividends on the preferred stock shall have accumulated and remain unpaid in cash or in stock, and in such case the right of the holders of the preferred stock to ~~"Article No.~~ vote shall continue until all arrears of dividends have been paid in cash or in stock."

"Article No.

"Article No.

"Article No.



State of Rhode Island,  
County of PROVIDENCE . }

ATTEST:

H. J. Hanson President  
President (or Vice-President).

Charles Harris  
Secretary (or Assistant Secretary).

In the City of Providence  
on this day of April  
A. D. 19 ~~19~~, subscribed and sworn to before me.

Marshall Swan  
Notary Public.

BUSINESS ✓

ORIGINAL

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OR  
CHARTER OF

H. F. HANSCOM & COMPANY, INC.

Duly Incorporated Under the Laws of  
the State of Rhode Island.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

~~1954~~ 1954

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