

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we George F. Treanor,
Dorothy Dawes and Constance Wall,

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.

SECOND. Said corporation shall be known by the name of
Star Department Store, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of buying and selling and otherwise dealing in all
kinds of merchandise usually sold in a department store, the
dealing in and carrying on of a general merchandise business,
and the doing of all acts and things incidental, reasonable and
necessary for the conduct of such a business.

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)

FOURTH. Said corporation shall be located in New Shoreham, 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
Two Hundred (200) shares
as follows, viz:— (200) 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 In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder, shall desire to sell or transfer his stock of the Corporation, such stockholder or the respective heirs, administrators, executors, successors or assigns of said stockholder, shall

~~communicate~~ communicate that fact in writing to the Corporation, which shall within ninety (90) days of the receipt of said communication pay to said stockholder for his stock an amount equal to the lowest book value of the said stock during the period from the date of such notification by the stockholder until the

~~month~~ date of payment. A sale by virtue of a pledge or other encumbrance is intended to be included in the provisions of this paragraph.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 14th day of March, A. D. 1967.

NAME	RESIDENCE (No. Street, City or Town)
George F. Treanor	1 Park Way, Pawtucket
Dorothy Dawes	21 Kossuth St. Pawtucket, R.I.
Constance Wall	152 Stearns Ave Pawtucket, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE } In the City of Pawtucket
Town-
in said county this 14th day of March, A. D. 1967,
then personally appeared before me the above named George F. Treanor,
Dorothy Dawes and Constance Wall,

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.

Joseph F. Flynn
Notary Public.

283

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

STAR DEPARTMENT STORE, INC.

48 17-67 STATE 325 CE*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
MAR 17 1967

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 37275

Providence March 17 19 67

I Hereby Certify That Star Department Store Inc

has paid into the State Treasury a fee of Eighty Dollars for DMC

in accordance with the provisions of 7-1-9, General Laws. Raymond H. D'Amico
General Treasurer