

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we... Christopher DeSasto,
Thomas K. LaFauci, Edward V. Healey, Jr.

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...
MANHASSET REALTY CO., INC.

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

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 (e) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

SEVENTH.....

EIGHTH.....

NINTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residences this 27th day of December, A. D. 1950.

NAME	RESIDENCE. (No. Street, City or Town)
<i>Christopher Del Sesto</i>	5 Wingate Road, Providence, R. I.
<i>Thomas K. LaFauci</i>	141 Federal Street, Providence, R. I.
<i>Edward V. Healey, Jr.</i>	138 Wesleyan Avenue, Providence, R. I.

STATE OF RHODE ISLAND, }
 COUNTY OF PROVIDENCE } In the City of Providence
 in said county this 27th day of December, A. D. 1950
 then personally appeared before me Christopher DelSesto, Thomas K. LaFauci,
and Edward V. Healey, Jr.

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.

Gwen P. Reid

Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

MANHASSET REALTY CO., INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 27 1950

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 16867

Providence, December 27, 19 50

I Hereby Certify That MANHASSET REALTY CO., INC.

has paid into the State Treasury a fee of

Twenty-Five and 00/100 Dollars for Incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

Raymond H. Defawkesley
General Treasurer

(1) acquiring, holding, owning, controlling, managing, improving, leasing, buying and selling real property and all the buildings and improvements thereon and all types of personal property ~~and the proceeds~~ used therein or in connection therewith, and any and all things incident thereto; (2) collecting rents, profits and dues of and from property both real and personal and receipting therefor; (3) paying taxes, assessments and other charges and indebtedness; (4) making repairs, outlays and improvements to real and personal property and to buildings and improvements; (5) appointing agents and attorneys; (6) instituting and defending actions, suits and other legal or equitable proceedings; (7) leasing and renewing leases of real and personal property and buildings and improvements and any part and parts thereof and purchasing, selling and mortgaging real and personal property and buildings to be or already erected on such real property; (8) borrowing and raising money from time to time in such manner and for such purposes as the board of directors of the corporation shall deem advisable and, without limiting the generality of the foregoing, from time to time issuing notes, bonds or other obligations or securities charged upon or secured by mortgage or deed of trust covering all or any of the corporation's property, present or future; (9) giving valid deeds of conveyance and bills of sale and paying the corporation's indebtedness; and (10) generally carrying on any other business which may be capable of being conveniently and advantageously carried on in connection with the above or calculated directly or indirectly to enhance the value or render profitable any of the corporation's property or rights and doing and performing every other act and thing whatsoever, whether or not expressly enumerated herein, convenient or proper for accomplishing any of the purposes or carrying on any of the business of the corporation.