

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 RUSSO'S AUTO SALES 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:

Sales, service and repair of foreign and domestic
motor vehicles, automobiles, trucks and automotive parts and
accessories and all services incidental thereto.

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 offices 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 SIX HUNDRED (600), 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 the 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:

The corporation shall have the right to purchase its common stock at the lowest price at which the holder thereof is willing to sell the same before the same shall be sold to any other party, and no sale or transfer of the common stock of the Corporation to any party other than the corporation shall be valid, nor shall any share of such stock be transferred on the books of the corporation to any party other than the corporation unless said stock shall have first been offered in writing to the corporation by the holder of record thereof for sale at a designated price, nor such offer having been made unless the corporation fail to accept said offer within thirty (30) days from the date of receipt thereof or prior to the expiration of said thirty (30) days shall give notice in writing to the holder of such stock that it does not desire to accept said offer, and no sale or transfer of the stock of the corporation at a price lower than that at which the same shall have been offered in writing to the corporation shall be valid or give any person the right to a transfer of the same on the books of the corporation.

Nothing herein contained shall prevent the transfer of the shares of the corporation stock by will or intestacy, provided, however, that such transferee shall be bound by the terms hereof.

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

May elect a Board of Directors of not less than 3 and no more than 9 members to conduct the business of the Corporation, and any Director may be removed without cause by the Stockholders.

The Officers of the Corporation to be elected as the By-Laws may provide. The Corporation may be dissolved as the By-Laws may provide. Directors and Stockholders may execute Waiver of Notice for any regular or special meeting. The By-Laws of the Corporation may be amended by a majority of the Shareholders only.

SEVENTH. The address of the initial registered office of the corporation is 519 Dyer Avenue, Cranston, Rhode Island 02920 (add Zip Code) and the name of its initial registered agent at such address is: JOHN CAPPELLO, ESQ., 86 Weybosset Street, Providence, R. I. 02903

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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
President - Anthony Russo	212 Dunedin Street, Cranston, R.I.
Vice President - Filomena Russo	212 Dunedin Street, Cranston, R.I.
Secretary - Robert J. Russo	212 Dunedin Street, Cranston, R.I.
Treasurer - Anthony P. Russo	339 Doric Avenue, Cranston, R.I.

NINTH. The name and address of each incorporator is:

Name	Address
JOHN CAPPELLO	868 Plainfield Street, Providence, R.I.

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

May 1, 1972

Dated April 19, 1972

John Cappello
868 Plainfield Street
Providence, Rhode Island

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } In the City of PROVIDENCE
in said county this 19th day of APRIL, A. D. 1972
then personally appeared before me JOHN CAPPELLO

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.

James L. Cimini
Notary Public
Notary Public

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