F 2024

State of Rhode Island and Providence Plantations.

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we John E. Canning, William E. Boyle and Andrew P. Quinn, of the City of Providence in the State of Rhode Island,

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 ~~Title~~ Article II of Chapter ~~1025~~ 248 of the ~~Public~~ General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

THE OUTLET COMPANY

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter ~~1925~~ 248) for the purpose of establishing and conducting a general department store and carrying on all or any part of the businesses of dry goods merchants, furriers, haberdashers, hosiers, wholesale and retail dealers of and in textile fabrics of all kinds, hatters, clothiers, furnishers, outfitters, glovers, boot and shoe dealers, and wholesale and retail dealers in and of leather goods, hardware, household furnishings, crockery and other household fittings and utensils, and otherwise dealing in merchandise of every kind and nature and doing all other things incident thereto and connected therewith.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See Sec. 5, Chapter 248 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 said 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 these 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 these 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 paragraphs (a) to (k) inclusive contained, shall authorize said corporation to carry on the business of a bank, savings bank or trust company, or the business of trading in bonds, notes, or other evidences of indebtedness.

(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.

(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 The Board of Directors of this company shall have full power at all times to make, alter and repeal the by-laws of said company.

EIGHTH.

NINTH.

TENTH.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 30th day of July, A. D. 1925.

NAME	RESIDENCE
John E. Canning	Providence R.I.
William E. Boyle	Providence R.I.
Andrew P. Quinn	Providence R.I.

State of Rhode Island,
County of Providence

In the City of Providence

in said county this 30th day of July, A. D. 1925

then personally appeared before me John E. Canning, William E. Boyle and Andrew P. Quinn,

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 P. Canning
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE OUTLET COMPANY

FILED IN THE OFFICE
OF THE SECRETARY OF STATE.

JUL 31 1925 19

State of Rhode Island and Providence Plantations

A 1970 OFFICE OF THE GENERAL TREASURER

Providence, July 30 1925

I Hereby Certify That THE OUTLET COMPANY

has paid into the State Treasury a fee of

Twenty Five and 00/100- - - - - Dollars for Incorporation

in accordance with the provisions of ~~Chapter 1925, Public Laws, January Session, 1920.~~ Chapter 248, General Laws, 1923

$25.00

Richard W. Jennings

General Treasurer