

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Arthur Caron,
Maurice L. Caron, And Francis J. Varieur

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 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of
CARON GRANITE COMPANY

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of dealing in, designing and manufacturing
monuments and other kinds of work in granite, marble, slate
and other kinds of stone and all kinds of metal, and holding,
mortgaging, leasing and dealing in real estate and personal
property necessary and incidental to the purposes of the
business.

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

(OVER)

SEVENTH The corporation shall have the right to purchase its 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 stock of the corporation to any party other than the

~~EIGHTH~~ 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 the said stock shall have been first offered in writing to the corporation by the holder of record thereof for sale at a designated

~~NINTH~~ price, nor, such offer having been made, unless the corporation fail to accept said offer within twenty (20) days of the date thereof or prior to the expiration of said twenty (20) days gives notice in writing to the holder of such stock that it does ~~not~~ desire to accept such 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 of a transfer of the same on the books of the corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this third day of January, A. D. 1939

NAME.	RESIDENCE. (No. Street, City or Town)
Arthur Caron	339 Daggett Ave Pawtucket R.I.
Maurice L. Caron	21 Robert St. Pawtucket, R. I.
Francis J. Varian	508 Benefit St., Pawtucket, R.I.

STATE OF RHODE ISLAND,
COUNTY OF Providence

In the City
Town of

of Pawtucket

in said county this 3rd day of January, A. D. 1939

then personally appeared before me Arthur Caron, Maurice L. Caron, and Francis J. Varian

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.

Armand H. Bate

Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

CARON GRANITE CO.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

JAN 3 1939

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State of Rhode Island and Providence Plantations

A 8510 OFFICE OF THE GENERAL TREASURER

Providence, January 3, 1939.

I Hereby Certify That Caron Granite Company

has paid into the State Treasury a fee of
Twenty-five Dollars for incorporation
in accordance with the provisions of Chapter 248, General Laws, and all acts in amendment thereof.
\$ 25.00

Henri A. Robarge
General Treasurer