

## State of Rhode Island and Providence Plantations

May 1, 1946

WE, the undersigned officers of

GEORGE C. MOORE COMPANY

a corporation duly incorporated under the laws of the State of Rhode Island,  
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called  
for the purpose, and held in the town of Westerly,  
in said State, on the 24th day of April, A. D. 1946.,  
the following amendment(s) to the Articles of Association ~~xxx Charter xxx (xxx xxx)~~ were  
duly adopted by an affirmative vote of ~~xxx following proposition xxx~~ <sup>all</sup> the stockholders of  
said corporation, viz:—

	Shares Outstanding	For the Amendments	Against
Preferred stock	4,612 1/2	4,612 1/2	None
Common stock	1,000	1,000	None

which said vote amends Article 5th, provides for the omission of  
former Article 6th, and amends former Article 7th, and provides for  
renumbering that Article as amended as Article 6th, as follows, viz:  
No. 5th to read as follows:

~~which said vote amends or adds the following Article (or Articles) to the Charter, xxx~~  
~~xxxxxxx~~

"5th. The capital stock of the company shall consist of 68,000  
shares of which 5,000 shares shall be preferred stock of the par  
value of \$100 per share and 63,000 shares shall be common stock with-  
out par value.

"The privileges, preferences and voting powers or restrictions  
or qualifications of the common and preferred stock are to be as  
follows:

"The preferred stock shall be entitled to receive, when, as and  
if declared by the Board of Directors, cumulative dividends at the  
rate of \$7 per share per annum from the date of issuance, payable  
quarterly on the first days of January, April, July and October, in  
each year. The preferred stock shall not be entitled to receive any  
dividends in excess of said cumulative dividends, and the common stock  
shall be entitled to receive all further dividends declared. No dividend

~~Article No~~  
shall at any time be paid on the common stock until all of the afore-  
said quarterly dividends then accrued have been paid in full.

"In case of any distribution of any assets of the company upon  
dissolution of the company or liquidation or sale of any or all of  
its assets or otherwise, there shall be paid to the preferred stock  
\$100 per share, and the amount of all accumulated and accrued and  
unpaid dividends thereon, before any distribution shall be made to  
the common stock, and after such payment to the preferred stock, all  
remaining assets and funds shall be distributed to the common stock.

"The common stock shall have exclusive voting power in all cor-  
porate affairs, each holder of common stock being entitled to one  
vote for each share of the common stock held by him, and the preferred  
stock shall have no voting power, provided, however, that if and when-  
ever four of the quarterly dividend payments above provided for,  
whether successive or otherwise, on the preferred stock shall be  
unpaid, the preferred stock shall have the exclusive right to vote  
for and elect such a number of the directors of the company as shall  
be necessary to constitute a majority of the authorized number of  
(OVER)

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XXXXXX

directors, and the common stock shall have the exclusive right to vote for and elect the remaining number of directors of the company, which right to the preferred stock, however, shall entirely cease when all accumulated and unpaid dividends on the preferred stock shall have been paid in full. The terms of office of all persons who may be directors of the company at the time when the exclusive right to vote for and elect a majority of the directors shall accrue as aforesaid to the preferred stock, shall terminate upon the election of their successors at a meeting of the stockholders. Such meeting shall be held at any time after the accrual of such voting power upon notice similar to that required for an annual meeting, at the request in writing of the holders of not less than 25% of the then outstanding preferred stock, addressed to the Secretary of the company at its principal business office. Upon the termination of such right of the holders of the preferred stock to elect a majority of the directors of the company, the terms of office of all the directors of the company shall terminate upon the selection of their successors at a meeting of the stockholders of the company then entitled to vote. Such meeting shall be held at any time after the termination of such right of the preferred stock to elect a majority of the directors, upon notice similar to that required for an annual meeting, at the request in writing of the holders of not less than 25% of the then outstanding common stock, addressed to the Secretary of the company at its principal business office.

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"Whenever dividends upon the preferred stock shall have been declared and paid in full at the rate above set forth, or a sum sufficient for payment thereof shall have been set apart for that purpose, the directors shall have the right, in their discretion, to use all or any surplus or net profits remaining for the redemption or discharge of any or all of the preferred stock, at the price of \$100 for each share, together with all accrued dividends thereon. Such redemption shall be effected at any dividend date by mailing notice of call thereof to the holders of record of the shares to be redeemed at least 30 days prior to such date and by paying on such dividend date for each share so called for redemption the sum of \$100 and all accumulated and accrued and unpaid dividends thereon to and including the date of redemption. Such redemption shall be made in such manner that each holder of preferred stock shall participate therein in the proportion that the number of preferred shares to be redeemed bears to the total number of preferred shares then outstanding, eliminating the redemption of fractional shares by figuring to the nearest whole share. From and after the date duly fixed in any such notice as the date of redemption (unless default be made by the company in the payment of the redemption price pursuant to such notice), all dividends on preferred stock called for redemption shall cease to accrue, and all rights of the holders thereof in respect of such stock, except the right to receive the redemption

~~price, shall cease and determine.~~

Nos. 6th and 7th to read as a single Article 6th, as follows:

"6th. The transfer of shares of stock in this corporation shall be limited to the extent that before the holder of any shares of this company shall offer them for sale or shall sell them in the open market, said shares shall be offered first to the George C. Moore Company, the common shares at the book value of the stock, the preferred shares at par. The company shall have a reasonable time, and not less than fifteen days, within which to accept said offer. In the event that the company shall not accept said offer, said shares shall be offered to the remaining stockholders at the same price. Such offer to the remaining stockholders shall be made in such manner that each holder of shares shall be able to participate in said offer in the proportion that the number of shares he owns bears to the total number of shares outstanding provided

that there shall be no obligation to sell less than a whole share. The stockholders shall have ten days within which to accept said offer.

~~Article X~~

"The limitations as defined above shall apply also before any shares of this company shall be transferred to any person not a lineal descendant of George O. Moore by the laws of inheritance, or by will, or by bankruptcy, or in any other manner; provided, however, that in case of a transfer of shares by will upon a trust provided by such will, the offer to the company need not be made as a condition to the transfer of the shares to the trustee but must be made as a condition to any transfer (except a transfer to a lineal descendant of George C. Moore) by the trustee during the trust period, or in compliance with the directions of the will for disposition thereof on termination of the trust; and, in the event that the company shall not accept said offer the offer to the stockholders

~~Article X~~

as above provided shall then be made. "

[CORPORATE SEAL]

ATTEST:

*Thomas D. Moore*  
President (or Vice President).  
*Reginald V. Moore*  
Secretary (or Assistant Secretary).

State of Rhode Island,

County of *Washington* }

In the *Town* of *Westerly*  
on this *12* day of *May*  
A. D. 19 *46*, subscribed and sworn to before me.

*Paul S. Ferguson*  
Notary Public.

NOTARY PUBLIC  
Comm. Expires June 20, 1948

BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF ASSOCIATION OR  
CHARTER OF

GEORGE C. MOORE COMPANY

Westerly, Rhode Island

Duly Incorporated Under the Laws of  
the State of Rhode Island.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

19

MAY 15 1946



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 12147

Providence, May 15, 1946 19

I Hereby Certify That George C. Moore Company

has paid into the State Treasury a fee of  
five hundred eighty - - - - - Dollars for increase in capital stock.  
in accordance with the provisions of Chapter 116, General Laws of 1938.  
\$ 580.00

General Treasurer.