

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

December 22, 1941.

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 meet-
ing of the stockholders of said corporation, duly called
for the purpose, and held in the town of Westerly, in
said State, on the 22nd day of December, 1941, the
following amendments to the Articles of Association
were duly adopted by an affirmative unanimous vote of all
the stockholders of said corporation, which said vote
amends Article 5th of the Articles of Association to
read as follows; viz:

5th. The capital stock of the Company
shall consist of 6000 shares of which 5000
shares shall be preferred stock of the par
value of \$100 per share, and 1000 shares
shall be common stock of the par value of
\$100 per share; the privileges, preferences
and voting powers or restrictions or quali-
fications 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 Direct-
ors, 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 re-

ceive any dividends in excess of said cumulative dividends, and the common stock shall be entitled to receive all further dividends declared. No dividend shall at any time be paid on the common stock until all of the aforesaid 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 corporate 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 whenever 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 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 of 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.

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.

Attest:


President (~~or Vice-President~~)


Secretary

STATE OF RHODE ISLAND
County of Washington

} ss.:

In the Town of Westerly on this 22 day
of *December* 1941, subscribed and
sworn to before me.

Hazel L. Horne
Notary Public. *to 6/30/46*

"Article No.

[CORPORATE SEAL]

ATTEST:

.....
President (or Vice President).

.....
Secretary (or Assistant Secretary).

State of Rhode Island,
County of

}
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In the of
on this day of
A. D. 19, subscribed and sworn to before me.

.....
Notary Public.

BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

GEORGE C. MOORE COMPANY

Westerly, R. I.

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

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 31 1941

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