

State of Rhode Island and Providence Plantations

May 26TH 19 67

WE, the undersigned officers of

GARMAC COMPANY, INC

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 City of Providence,
in said State, on the 26TH day of May, A. D. 19 67,
the following amendment (s) to the Articles of Association (~~or Charter~~) was (~~by vote~~)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:— 100%

which said vote amends or adds the following Article(~~or Articles~~) to read as follows, viz.—

"Article No. SEVENTH: No holder of any shares of common stock of this corporation shall transfer any such stock without first offering this corporation the opportunity to purchase said shares at a price equal to the book value of such shares as of the close of business of the fiscal year of this corporation ending immediately preceding the date of said offering. Said offer shall be in writing and shall include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his shares if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation (or in case the stockholder making such offer be the Secretary, then to the President) and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the Board of Directors of the corporation to be held within twenty (20) days after the receipt of said offer for the purpose of taking action with respect to the same. This corporation, through its Board of Directors, shall have ten (10) days after the time fixed for the holding of such special meeting of the Board of Directors to accept or reject said offer, and until action thereon shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of said shares shall be made by the stockholder submitting the offer. If, however, the corporation shall reject said offer, or if no action shall be taken by the Board of Directors prior to the expiration of said ten (10) days, said stockholder shall then offer said shares to the other stockholders of the corporation, such offer to such stockholders to be in proportion to their respective existing stockholdings in the corporation. Said stockholders shall have ten (10) days from the receipt of the written offer from the stockholder proposing to sell

"Article No.

Article No.

his shares to accept or reject said offer and to pay the purchase price of said shares to the selling stockholder. If any one or more of said stockholders shall not elect to purchase his or her proportionate part of the shares contained in said offer, then the remaining stockholders shall have the right to purchase said shares at book value in proportion to their respective individual shareholdings in the corporation, with the end in view that no transfer of any shares of the capital stock of this corporation shall be made to any person who is not a stockholder, unless either the corporation itself or the stockholders shall have the opportunity to purchase the shares which it is desired to sell. If neither the corporation nor the stockholders shall purchase said shares at the offering price of said shares at the times set forth herein, then the stockholder who intends to transfer his shares may transfer said shares to any person within three (3) months after the rejection by the corporation and the other stockholders of his offer to sell said shares to the corporation or to the other stockholders as the case may be. No future offer to transfer said shares shall be made by any such stockholder without again complying with the provisions of this Article. All transfers of the common stock of this corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will or transfers by a gift inter vivos to any member of the stockholder's family) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its Board of Directors adopted at a meeting of such Directors duly held for that purpose may waive the provisions of this Article with respect to any particular transfer.

Article No.

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

May I Grant
President (or Assistant Secretary)

Glenn T. Ruffalo
Secretary (or Assistant Secretary)

State of Rhode Island,
County of PROVIDENCE }

In the City of Providence
on this 26th day of May,
A. D. 1967, subscribed and sworn to before me.

Howard L. Brown
Notary Public

X

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BUSINESS

X

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

GARMAC COMPANY, INC.

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

OCT 31 67 SEC OF STATE 010 00***220.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
OCT 31 1967
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