

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, R. GORDON SCOTT, JR.,
NATHANIEL S. THAYER, and EDWIN H. HASTINGS,

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 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

RHODE ISLAND PROVISION CO.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the ~~purpose of~~ following purposes: to engage in the business of buying, selling, manufacturing, packing, trading in, processing, canning, bottling, or otherwise dealing in and with meats and meat products, foods, beverages and provisions for human consumption of every nature and description; and buying, selling, leasing, maintaining, holding, using, improving and developing real estate; and doing all acts and things which may be necessary or desirable in connection with all or any of the foregoing purposes and incidental thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 ~~any~~ ^{said} corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~which shall be known by the name of~~

(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 the corporation's charter, or 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: ^{said} ~~the~~ ^{not} ~~any~~ 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, ~~as authorized by its charter or 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)

FOURTH. Said corporation shall be located in Johnston, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be N O N E (\$) 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
Four Hundred (400) shares
as follows, viz:— Four Hundred (400) shares of
Common stock, without par value; ~~and~~
 () shares of
~~Preferred 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~~
~~not~~ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH: No holder of stock of the corporation may transfer any of such stock without first offering it to the corporation at the lowest price at which he is willing to dispose of the same. Said offer shall be in writing, 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 shall include a true statement of the proposed sale price and of the names and addresses of the persons to whom said stockholder intends to transfer said stock if his said offer is not accepted by the corporation. The stockholder offering the stock shall not be entitled to vote at any

EIGHTH meeting called for the purpose of considering such offer. In the event that the corporation shall reject said offer or shall fail to accept the same within a period of thirty days, said stockholder shall offer the same in writing and with the information as above provided, to the other stockholders at their addresses shown on the books of the corporation, and such other stockholders shall have the right to purchase the same in the proportions which the stockholdings of those wishing to purchase bear to one another. If said other stockholders shall reject said offer or fail to accept the same within fifteen days, said stockholder may sell and transfer

~~SAID~~ said stock at the price stated in said notice to the person or persons specified therein; provided that if said sale and transfer is not completed within six months after the expiration of the aforesaid periods in which the corporation and the other stockholders could have purchased the stock, said stockholder must again comply with the provisions of this paragraph. No transfer of any of the stock so offered to the corporation or said other stockholders shall be made until after the expiration of the aforesaid respective periods of thirty days and fifteen days, and any sale or transfer contrary to the aforesaid provisions shall be void.

An Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of March, A. D. 19 55.

NAME.

RESIDENCE.
(No. Street, City or Town)

~~***PROPRIETARY***~~

<u>Nathaniel S. Thayer</u>	<u>14 Congdon Street, Providence, R. I.</u>
<u>Edwin H. Hastings</u>	<u>69 Frontler Road, Warwick, R. I.</u>
<u>R. Gordon Scott, Jr.</u>	<u>South Kingstown, R. I.</u>

STATE OF RHODE ISLAND, } City } of Providence
COUNTY OF Providence } In the }
} Town }
in said county this 31st day of March, A. D. 19 55,
then personally appeared before me R. Gordon Scott, Jr., Nathaniel S.
Thayer, and Edwin H. Hastings,

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.

Mary E. Deany
Notary Public.
Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

RHODE ISLAND PROVISION CO.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

APR - 1 1955

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 20925 Providence April 1, 1955

I Hereby Certify That Rhode Island Provision Co.

has paid into the State Treasury a fee of twenty-five Dollars for Incorporation

In accordance with the provisions of Chapter 116, General Laws of 1938
\$ 25.00

Raymond W. D'Amico
General Treasurer.