

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Bernard B. Abedon, Anna B. Abedon, and Aaron S. Helford

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 ANN & HOPE FACTORY OUTLET, INC.

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

for the purpose of To establish, maintain and conduct a merchandise business and businesses of all sorts either at wholesale or retail, or both, and to establish and conduct chain stores, shops and offices for the transaction of any and every kind of merchandise business.

To establish, maintain and conduct a general department store or stores for the trafficking and dealing in and with, either at wholesale or retail, or both, all kinds of articles and commodities of personal and household use and consumption and all manufactured and prepared goods, food stuffs, materials and produce.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description, incidental thereto.

To guarantee 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, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

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 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 Cumberland, Rhode Island.  
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$ ) 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  
--Six hundred-- ( 600 ) shares,  
as follows, viz:-- Six Hundred-- ( 600 ) 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

(Further provisions not inconsistent with law)

SEVENTH. No stockholder shall sell his stock or any portion thereof without first offering the same to the corporation at the lowest price at which he is willing to sell; and such right shall be exercised or declined by the corporation (as provided in its By-Laws) within the period of thirty (30) days after the receipt of the notice in writing of said offer

EIGHTH. No change shall be made in the Articles of Association by which this corporation was incorporated or in any amendment thereto unless a majority of all the holders of shares of Common Stock issued and outstanding concur therein; and this provision shall be and remain in full force and effect at all times notwithstanding any contrary or difference pro-

~~VISION~~ vision now in force or which at any time hereafter may be in force under and in accordance with the laws of the State of Rhode Island.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 25th day of August, A. D. 1954

NAME.	RESIDENCE. (No. Street, City or Town)
<u>Bernard B. Abedon</u>	<u>545 Wayland Avenue, Prov., R. I.</u>
<u>Anna B. Abedon</u>	<u>545 Wayland Avenue, Prov., R. I.</u>
<u>Aaron S. Helford</u>	<u>207 Morris Ave., Prov., R. I.</u>

STATE OF RHODE ISLAND, } In the City } of Providence  
COUNTY OF Providence } Town }  
in said county this 25th day of August, A. D. 1954  
then personally appeared before me Bernard B. Abedon, Anna B. Abedon and Aaron S. Helford

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.

Notary Public  
Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ANN & HOPE FACTORY OUTLET, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

AUG 26 1954 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 20170 Providence August 26, 1954

I Hereby Certify That Ann & Hope Factory Outlet, Inc.

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 1925  
\$ 25.00

Raymond H. Hawkesley  
General Treasurer.