

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we
Irving Winograd, Max Winograd and Ida Linder

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
REALTY ASSOCIATES, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of to purchase, acquire, or otherwise obtain, hold, own, use, maintain, manage, develop, improve, sell, lease, exchange, mortgage, pledge, encumber, trade and otherwise deal in and acquire and dispose of, either as principal, agent, broker, factor, commission, merchant, or otherwise, real estate of every kind and description, goods, wares, merchandise and personal property of every kind and description, and property of every kind and nature, incidental thereto or resulting therefrom, and to do any and all acts and things usual, necessary, convenient, incidental, profitable, appurtenant, advantageous or lawful, with reference to, resulting from, or connected with any of the foregoing, directly or indirectly.

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 every corporation shall have power:

- (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;
- (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: *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)

SEVENTH The corporation shall have the right in case of sale of any stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty days after such offer is made. Any stockholder who shall have offered his ~~shares~~ stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty days after the rejection of such offer by the corporation or if the corporation shall neither accept nor reject such offer, then within ninety days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party but not for a price lower than that at which such stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 26th day of February, A. D. 19 46.

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Irving Winograd</i>	1006 Turks Head Bldg., Prov. (mailing address)
<i>Max Winograd</i>	134 Elton St., Providence "
<i>Ida Linder</i>	1006 Turks Head Bldg., Prov. "
	435 Rochambeau Ave., Providence
	87 Fourth St., Providence

STATE OF RHODE ISLAND, }
COUNTY OF Providence } In the City of Providence
~~Texas~~
in said county this 26th day of February, A. D. 19 46
then personally appeared before me Irving Winograd, Max Winograd and
Ida Linder

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.
Marshall A. Marcus
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

REALTY ASSOCIATES, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.
FEB 27 1946

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 11850

Providence, February 26, 1946 19

I Hereby Certify That Realty Associates, 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 1938.

\$ 25.00

Thomas H. Hunsley

General Treasurer.