

Filing fee: \$20.00

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CARDI CORPORATION**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Cardi Corporation

SECOND: The shareholders of the corporation on December 26, 19 72, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 500 ; and the number of shares entitled to vote thereon was 100 .

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 100 ; and the number of shares voted against such amendment was 0 .

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

Stated capital increased by Three Hundred and Twenty Eight Thousand (\$328,000) Dollars by the authorization of Three Hundred and Twenty Eight (328) Shares of PREFERRED STOCK of One Thousand (\$1,000) Dollars par value each.

Dated December 26 , 1972 .

CARDI CORPORATION

By Americus J. Card

Its Vice President

and Stephen J. Card

Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 26th day of  
December, 1972, personally appeared before me Americo S.  
Cardi, who, being by me first duly sworn, declared that he is the  
Vice President of Cardi Corporation

that he signed the foregoing document as Vice President of the  
corporation, and that the statements therein contained are true.

*George L. Vignery*  
Notary Public  
*Notary Public*

(NOTARIAL SEAL)

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## SECTION II

### Voting Rights

A. The CLASS A COMMON STOCK of the par value of ONE (\$1.00) DOLLAR shall be the sole voting stock of the corporation. Each share of such stock shall entitle the owner thereof to one (1) vote at all meetings of the Stockholders.

B. The holders of the PREFERRED STOCK shall have no voting rights.

C. The holders of the CLASS B COMMON STOCK shall have no voting rights.

## SECTION III

### Liquidation

A. In the event of the liquidation, dissolution or other termination of the corporation, the holders of shares of the PREFERRED STOCK shall be entitled only to cash payment of ONE THOUSAND (\$1,000) DOLLARS per share, plus all declared but unpaid dividends. Such payment shall be made before any payment or distribution is made to the holders of either class of COMMON STOCK.

B. In the event of liquidation, dissolution, or other termination of the corporation, the holders of CLASS A COMMON STOCK shall be entitled to receive ONE (\$1.00) DOLLAR per share, subject only to prior liquidation, redemption, retirement or other payment in full of PREFERRED STOCK of the corporation.

C. In the event of the liquidation, dissolution or other termination of the corporation, the holders of shares of the CLASS B COMMON STOCK shall be entitled to receive the net asset value of the corporation following payment as aforesaid to the holders of the PREFERRED STOCK and the CLASS A COMMON STOCK of the par value of ONE (\$1.00) DOLLAR each.

D. If, upon liquidation, dissolution or other termination of the corporation, the assets of the corporation are insufficient to permit the full payment to Shareholders of any particular class of capital stock, the amounts to which they would otherwise be entitled, then distribution shall be made pro rata to such Stockholders of that particular class of capital stock.

## SECTION IV

### Pre-emptive Rights

Except as may otherwise be provided by the Bylaws of the corporation, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of stock of the corporation of any

class now or hereafter authorized and the pre-emptive right set forth in Rhode Island General Laws (1956), as amended, Section 7-1.1-24, is expressly denied to the shareholders.

SECTION V

Redemption

A. The corporation, at its option, may redeem at par value all or any portion of any class of its capital stock having a par value, upon such terms as the corporation shall determine, provided that, if all of the issued and outstanding CLASS A COMMON STOCK is redeemed, the voting rights thereof shall automatically vest in the CLASS B COMMON STOCK of no par value.

B. All capital stock acquired by the corporation by purchase, redemption, retirement, liquidation or by any other means, shall be cancelled and not reissued.

SEVENTH: Deleted.

EIGHTH: Action by the shareholders pursuant to Rhode Island General Laws (1956, as amended, section 7-1.1-30.3(2) is hereby authorized.

SECOND: The name of the corporation is CARDI CORPORATION (a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended).

THIRD: The purpose or purposes for which the corporation is organized are:

Any lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws (1956), as amended, Title 7, Chapter 1.1.

FIFTH: The TOTAL amount of authorized capital stock of said corporation with par value shall be THREE HUNDRED TWENTY-EIGHT THOUSAND ONE HUNDRED (\$328,100) DOLLARS as follows, viz:

CLASS A COMMON STOCK in the amount of ONE HUNDRED (\$100) DOLLARS, to be divided into One Hundred (100) Shares of the par value of ONE (\$1) DOLLAR each; PREFERRED STOCK in the amount of THREE HUNDRED TWENTY EIGHT THOUSAND (\$328,000) DOLLARS, to be divided into Three Hundred Twenty Eight (328) Shares of the par value of ONE THOUSAND (\$1,000) DOLLARS each.

The total number of shares of the capital stock authorized, without par value, shall be Five Hundred (500) Shares as follows, viz:

Five Hundred (500) Shares of CLASS B COMMON STOCK without par value and no Preferred Stock without par value.

#### DESCRIPTION OF CLASSES OF STOCK

##### SECTION 1

##### Dividends

A. The holders of PREFERRED STOCK shall be entitled to receive, when, as and if declared from the surplus or net profits of the corporation, annual dividends at the rate of five (5%) percent per annum. Said dividends shall not cumulate.

B. Dividends will be payable on the CLASS B COMMON STOCK, when, as and if declared, out of the unreserved earned surplus remaining after payment of dividends on the PREFERRED STOCK. Dividends on the CLASS B COMMON STOCK may be in the form of cash, property or shares of CLASS B COMMON STOCK. No dividends shall be paid on the CLASS B COMMON STOCK if there are any accrued and unpaid dividends on the PREFERRED STOCK, up to and including the current annual dividend.

C. Dividends will be payable on the CLASS A COMMON STOCK of the par value of ONE (\$1.00) DOLLAR each, when, as and if declared, out of the unreserved earned surplus remaining after payment of dividends on the PREFERRED STOCK and CLASS B COMMON STOCK. Dividends on such stock may be in the form of cash, property or shares of such stock. No dividends shall be paid on such stock if there are any accrued and unpaid dividends on the PREFERRED STOCK and/or CLASS B COMMON STOCK, up to and including the current annual dividend.