State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Virginia E. Bohlin, Yolanda T. D'Acunto and Helen D. Bennett

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 Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of GREENWOOD LIQUOR CENTER, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of owning, conducting, operating, managing, maintaining and carrying on a package store business and, in connection therewith, to buy, sell and traffic in liquor, alcoholic and other beverages of all kinds and incidentally to buy, sell and traffic in other related and unrelated items of personal property, and such other goods, supplies and merchandise as are and may be sold, served or delivered in such establishments; to buy, lease, acquire, own, hold, sell, let or otherwise dispose of property of all kinds, both real and personal; and

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 with 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

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

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 Three Hundred (300) shares as follows, viz:— Three Hundred (300) 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:—~~

The subscriptions for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of any share of stock desiring to sell the same shall first offer hisstock to the corporation at the lowest price at which he is willing to sell and the corporation shall have 30 days in which to exercise its option to purchase the same. Said notice shall be given by a letter addressed to the office of this corporation. On its failure to exercise its option within 30 days, the stockholders of this corporation shall have 30 days thereafter to exercise their option to purchase said stock at said price. On the failure of the stockholders to exercise their option within said 30 days, the stockholder shall be free to make any other sale of his stock.

The above right of pre-emption shall be stated upon all certificates of stock issued by this corporation.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate ....

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 15th day of September, A. D. 19 65

NAME	RESIDENCE (No. Street, City or Town)
Virginia E. Bohlin	19 Highland Ave., Lincoln, R.I.
Yolanda T. D'Acunto	181 [illegible] Street, Providence, R.I.
Helen D. Bennett	45 James Dr. Warwick, R.I.

STATE OF RHODE ISLAND, COUNTY OF PROVIDENCE } In the City ~~Town~~ } of Providence

in said county this 15th day of September, A. D. 19 65

then personally appeared before me Virginia E. Bohlin, Yolanda T. D'Acunto and Helen D. Bennett

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.

William E. [illegible]

Notary Public

Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

GREENWOOD LIQUOR CENTER, INC.

SEP 27 65 027 CO

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

SEP 27 1965 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 35151 Providence Sept. 27, 1965

I Hereby Certify That Creenwood Liauor Center, Inc.

has paid into the State Treasury a fee of Eighty dollars

Eighty *Dollars for* Incorporation

in accordance with the provisions of 7-1-9, General Laws. Raymond H. Hawksley

General Treasurer.

for, obtain, register, purchase, import, lease, hire, ierwise acquire and to hold, own, use, operate, intro- ;sign, lease, license or otherwise dispose of trade iames, copyrights, letters patent of the United States i country, patent rights, licenses, inventions, im- l processes and to use, exercise, develop and grant :spect of or otherwise turn to account any trade ;, rights, licenses, inventions, improvements and pro-

ise, lease, license or otherwise acquire the good will, ichises, rights, property and other assets or any part iy person, firm, joint stock company, trust, associa- :ation; to pay for the same in cash, the stock of this inies, bonds, notes or otherwise; to hold and in any : of such property; to conduct, manage and operate the iart of any business so acquired, and exercise all iry and convenient in connection therewith and with the :of; to assume, undertake, guarantee and pay the obliga- ind liabilities of and to merge, consolidate, associate iith any such person, firm, joint stock company, trust, corporation; and

.imit as to amount, to incur debt and to raise, borrow : payment of money in any lawful manner, including the : or other disposition of bonds, warrants, debentures, iegotiable and transferable instruments and evidences .herwise, and to lend money to and otherwise financially having dealings with the company on any terms, with or .ty, and to guarantee the payment and performance of, as surety on contracts by any such others; and itee any bonds, securities or evidences of indebtedness dividends on or a certain amount per share in liquida- ipital stock of any other corporation or corporations .s state or by any other state, country, nation or .d

and all things necessary, proper, suitable or con- :e accomplishment of any of the purposes or for the any of the objects or for the exercise of any of the set forth, whether herein specified or not, either alone on with other individuals, firms, associations, joint s, corporations, syndicates, trusts or bodies politic or throughout the United States and foreign countries, other act or acts, thing or things, incidental or r connected with the business hereinbefore described, ereof.

GREENWOOD LIQUOR STORE
2725 Post Road
Warwick, Rhode Island

September 20, 1965

Office of the Secretary of State
State House
Providence, Rhode Island

Gentlemen:

We understand that application is about to be made for the grant of a corporate charter, under the general corporation law, to Greenwood Liquor Center, Inc.

Please be advised that we are perfectly aware of this application, and that we have no objection to the use of this name by the corporation about to be formed.

We are selling the business and licenses, etc. to Greenwood Liquor Center, Inc. Your cooperation in issuing a charter to the new corporation will be greatly appreciated.

Very truly yours,

GREENWOOD LIQUOR STORE

By: Iningo R. Semenchio