

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we..... Jeanne F. Hagarty,  
..... Lorna D. Baptiste and Edward R. Johnston

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.....  
..... John Koszela & Son, Incorporated

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)  
for the purpose of .....

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)



SEVENTH. Before any holder of common stock in the corporation shall dispose of or otherwise encumber or pledge any of his common stock in the Corporation, he shall first offer in writing to sell or pledge his said stock to the corporation. The Corporation shall have the right, within ten (10) days thereafter, to purchase said stock at the book value thereof, said book value not to include good will; or if the offer be to pledge said common stock, said corporation shall be entitled to have said stock pledged to it to secure a loan of eighty(80) per centum of the book value thereof, calculated as aforesaid, upon such terms and conditions as it shall determine within said ten (10) day period. In the ~~EVENT~~ event the corporation shall fail to purchase or accept a pledge of said stock as aforesaid, said holder shall thereafter offer to sell or pledge his stock to the other stockholders, who shall the right to purchase or accept a pledge of said common stock in the proportion of their respective holdings, in the same manner as herein above prescribed for sale or pledge to the corporation. If the stockholders shall not accept said offer within ten (10) days after its submission to them, then and then only, shall the holder of common stock have the right to sell, pledge, transfer, encumber or otherwise dispose of his holdings in this corporation.

~~NOTICE~~

In Testimony Whereof, We have hereunto set our hands and stated our residences this 3rd day of May, A. D. 19 68

NAME	RESIDENCE (No. Street, City or Town)
<u>Jeanne F. Hagerty</u> Jeanne F. Hagerty	96 Bayberry Lane, East Greenwich, R.I.
<u>Lorna D. Baptiste</u> Lorna D. Baptiste	27 Saratoga Road, North Kingstown, R.I.
<u>Edward R. Johnston</u> Edward R. Johnston	6749 Post Road, North Kingstown, R.I.

STATE OF RHODE ISLAND, } City }  
COUNTY OF Washington } In the } of North Kingstown  
in said county this 3rd day of May, A. D. 19 68  
then personally appeared before me Jeanne F. Hagerty, Lorna D. Baptiste and  
Edward R. Johnston

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.

[Signature]  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

*John Kargela v*  
*son, Incorporated*

MAY - 7-68 3:00 PM 1968 \*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAY 7 - 1968

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 38954

Providence May 7, 1968

I Hereby Certify That *John Kargela v son, Incorporated*

has paid into the State Treasury a fee of

*Eighty* Dollars for *Incorporation*

in accordance with the provisions of 7-9, General Laws.

*Raymond H. D'Amato*

General Treasurer

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To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cement and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builder's tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building construction, engineering, and maintenance.

To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlords or tenant; to perform or do any act customarily performed or done by a contractor and builder; speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

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