

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we

SIDNEY L. RABINOWITZ, SOPHIE TARSKY and JOSEPH T. LITTLE

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.

SECOND. Said corporation shall be known by the name of

ORGANIC CHEMICAL CORPORATION - SOUTHERN

for the purpose of manufacturing, producing, developing, compounding, buying, selling, treating and otherwise dealing in chemicals, chemical compounds, dyestuffs, gums, starches, resins and synthetic products, and to make, buy, sell and deal in all materials necessary, pertinent and incident to the business of dyeing, bleaching, mercerizing, printing and treating, wool, cotton, silk, jute, linen and other fabrics and materials, skein yarn and piece goods; research and product development on its own behalf, and on contractual basis, for government and industry, in the foregoing fields, and/or any of them; and generally to do any and all other acts necessary, incident, related and/or convenient to any of the foregoing purposes.

The corporation shall have power to conduct its business in other states and in foreign countries and to have one or more offices out of this state, and to hold, purchase, mortgage and convey real and personal property out of this state.

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 East Providence, 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:—~~

~~Such stock, without par value, may be issued by the Corporation, from time to  
time, for such consideration, consisting of cash, services, personal property,  
tangible or intangible, or real estate, as may be fixed from time to time by the  
Board of Directors; provided, however, that at the first meeting of the Corpora-  
tion such stock, without par value, may be issued for such consideration, con-  
sisting of cash, services, personal property, tangible or intangible, or real  
estate, as may be fixed by the incorporators.~~

SIXTH. ~~(If not perpetual)~~ The period of duration of said corporation shall termi-  
nate \_\_\_\_\_ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 13<sup>th</sup> day of October, A. D. 1960.

NAME	RESIDENCE (No. Street, City or Town)
<i>[Signature]</i>	70 Twelfth Street, Providence, R.I.
<i>[Signature]</i>	81 Ninth Street, Providence, R.I.
<i>Joseph J. Little</i>	3 Harlem Street, East Providence, R.I.

STATE OF RHODE ISLAND, } City }  
COUNTY OF Providence } In the Town } of Providence  
in said county this 13<sup>th</sup> day of October, A. D. 1960  
then personally appeared before me

SIDNEY L. RABINOWITZ, SOPHIE TARSKY and JOSEPH T. LITTLE

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

✓ 1055 X ✓

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ORGANIC CHEMICAL

CORPORATION - SOUTHERN

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

OCT 13 1960 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 28471 Providence Oct. 13, 1960

I Hereby Certify That Organic Chemical Corporation-Southern

has paid into the State Treasury a fee of Eighty Dollars for Incorporation

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

*Raymond H. Deforester*

General Treasurer.

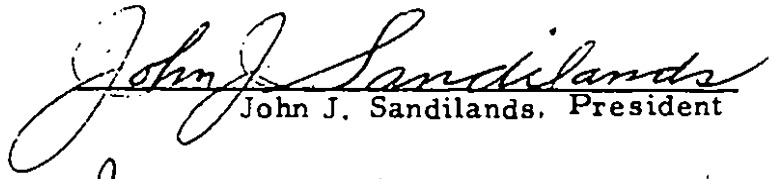
October 3, 1960

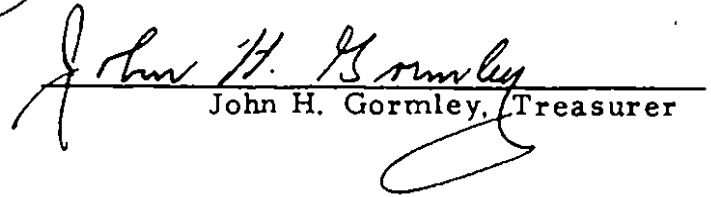
Office of the Secretary of State  
State House  
Providence, Rhode Island

Gentlemen:

We, the undersigned, being the President and Treasurer, respectively, of Organic Chemical Corporation, do hereby assent to the granting of a new charter under the name of "Organic Chemical Corporation - Southern".

Very truly yours,

  
John J. Sandilands, President

  
John H. Gormley, Treasurer