

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Christopher Del Sesto,
Alfred B. Stapleton, and Joseph Cavanagh

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 United Equipment
and Supply Co., Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, wholesale and retail selling, merchandising, and supplying of all types and descriptions of restaurant and store equipment and supplies, together with any other business which may be conveniently carried on in connection therewith or calculated directly or indirectly to enhance the value of such business, and doing and performing every other act or thing convenient or proper for accomplishing any of the foregoing purposes or carrying on any of the business of the corporation.

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 shareholders 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, and 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)

(City or Town)

16

4

Five hundred

1. Terminology

..be perpetual..

SEVENTH The common 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 the incorporators at their first meeting may agree, and thereafter as may be fixed from time to time by the Board of Directors of the corporation, and any and ~~known~~ all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon and the holder of any such shares shall not be liable for any further payment thereon.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 19 day of February, A. D. 1947.

NAME.

RESIDENCE.
(No. Street, City or Town)

<i>Alfred B. Stoughton</i>	<i>160 Broad St., Providence, R.I.</i>
<i>Joseph V. Caranagh</i>	<i>178 Thurber Ave., Providence, R.I.</i>
<i>Christopher Del Sesto</i>	<i>110 Roosevelt St., Providence, R.I.</i>

STATE OF RHODE ISLAND,

City

In the

Town

of

Providence

COUNTY OF *Providence*

in said county this

19

day of

February

A. D. 1947

then personally appeared before me

Alfred B. Stoughton
Joseph V. Caranagh, Christopher Del Sesto

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.

R. Gordon Scott

Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

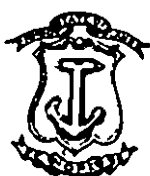
United Equipment and

Supply Co., Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 20 1947

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 13166

Providence, February 20, 1947

I Hereby Certify That United Equipment and Supply Co., Inc.

has paid into the State Treasury a fee of

Twenty-Five and 00/100

Dollars for incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

Russell W. Huntley
General Treasurer.