

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we JOSEPH F. BAFFONI, ANTHONY VACCA and ROBERT N. GREENE,

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

BAFFONI'S POULTRY FARM, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of To buy, sell, own, raise, breed, improve, prepare, process, and otherwise deal in all kinds of poultry, and to conduct a general poultry business; to buy, sell, store, merchandise, and otherwise handle and deal in grain, hay, feeds, meal, seeds and all kinds of farm produce, and to conduct a general grain and feed manufacturing, processing and distributing business; to buy, sell, exchange, and generally deal in eggs, poultry products, goods, wares and merchandise of every kind, nature and description, at wholesale and retail.

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 Johnston, 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 FOUR HUNDRED ----- (400) shares as follows, viz:— FOUR HUNDRED----- (400) 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 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.

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

(Further provisions not inconsistent with law)

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 1st day of March, A. D. 19 63,

NAME

RESIDENCE
(No. Street, City or Town)

Joseph F. Baffoni
Joseph F. Baffoni

16 Pine Street, No. Providence, R.I.

Anthony Vacca
Anthony Vacca

43 Maplecrest Drive, Smithfield, R.I.

Robert N. Greene
Robert N. Greene

123 Upton Avenue, Providence, R.I.

STATE OF RHODE ISLAND, }

City

In the

} of Providence

COUNTY OF Providence }

~~town~~

in said county this 1st day of March, A. D. 19 63

then personally appeared before me JOSEPH F. BAFFONI, ANTHONY VACCA and

ROBERT N. GREENE

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.

Joseph F. Baffoni
Notary Public

Anthony Vacca

X 1112

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

BAFFONI'S POULTRY FARM, INC.

SECRETARY OF STATE 123 CD*****5,000

FILED IN THE OFFICE OF THE SECRETARY OF STATE

MAR 1 1963 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 31541

Providence March 1, 19 63

I Hereby Certify That Baffoni's Poultry Farm, 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. [Signature]

General Treasurer.

SEVENTH: In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by Assignment for benefit of creditors, appointment of a Receiver, filing of a Petition in Bankruptcy or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of his desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within twenty (20) days after the receipt of any such notice the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the Board of Directors, shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election by the corporation to purchase such stock. Such notice shall state that such stockholders may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the corporation.

The directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.