

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Walter F. Gibbons of the City of Warwick, County of Kent, State of Rhode Island, R. Elizabeth Miller of the Town of Barrington, County of Bristol, State of Rhode Island, and Ida T. Robbio of the City of Providence, County of Providence, State of Rhode Island,

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 GETCHELL & SON, INC.

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

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 the payment of 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: No holder of any of the common stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer be the Secretary, then to the President; and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock ~~of the~~ of the corporation then outstanding and entitled to vote, to be held within ten (10) days after the receipt of said offer, for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding and entitled to vote, shall have ten (10) days after the time fixed for the holding of such special meeting of the stockholders to accept or reject said offer, and until action thereon shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of his common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said ten (10) days, such stockholder may then transfer ~~the~~ the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said ten (10) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the common stock of the corporation (except transfers upon the death of a stockholder from his estate or his next of kin or to the legatee or legatees named in his will) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by unanimous resolution of the holders of its stock then outstanding and entitled to vote adopted at a meeting of such stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 30th day of October, A. D. 1959.

NAME	RESIDENCE (No. Street, City or Town)
<i>Walter F. Gibbons</i>	28 Narragansett Bay Ave., Warwick Neck, R. I.
<i>R. Elizabeth Miller</i>	4 Oxford Road, Barrington, Rhode Island
<i>Ida T. Robbio</i>	113 Hudson Street, Providence, Rhode Island

STATE OF RHODE ISLAND, } City } of Providence  
COUNTY OF PROVIDENCE } In the }  
in said county this 30th day of October, A. D. 1959.  
then personally appeared before me *Walter F. Gibbons, R. Elizabeth Miller,*  
and *Ida T. Robbio,*

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 T. Kinder*  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

GETCHELL & SON, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

NOV 3 1959

@ 12:35 p.m.

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

N<sup>o</sup> 26959 Providence Nov 3 1959

I Hereby Certify That Getchell & Son, Inc.

has paid into the State Treasury a fee of \_\_\_\_\_

Twenty-five Dollars for incorporation  
in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Wolsky  
General Treasurer.

(1) To engage in, conduct and carry on the steel fabricating and sheet metal business in all its parts, including fabricating, manufacturing, buying, selling, importing, exporting, and otherwise dealing in, as principal or agent, and on commission or otherwise, heating, humidifying and ventilating equipment, accessories and appliances, tanks, tools, cylinders, and other metal machinery or equipment of whatever composition and to carry on a general manufacturing business.

(2) To acquire, hold, lease, mortgage, sell or otherwise dispose of real estate, improved or unimproved, in this state or in any other state in the United States, and to improve the same by erecting thereon such buildings and structures as may seem expedient or desirable;

(3) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations of this state or any other state, country, nation or government, or certificates of beneficial interest in any joint stock company, investment trust or unincorporated association, and while owner of said stock or certificates of beneficial interest to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(4) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness of any other corporation or corporations of this state or any other state, country, nation or government, or any bonds, securities, or evidences of indebtedness of any joint stock company, investment trust or unincorporated association;

(5) To acquire, hold, manage, build, improve, lease, mortgage, sell, transfer and convey real estate, chattel interests in realty, leasehold estates and any and all other interests in real estate; to take the care and management of estates, collect rents and act as agents and attorneys therein; to loan and otherwise invest its capital and moneys, and to invest its funds in real estate mortgages, stocks, debentures, bonds, notes and other obligations; and to transact business as agents for insurance companies and surety companies, and to act as insurance brokers, so far as permitted by law so to do and subject to the requirements, duties and liabilities imposed by law upon agents and brokers;

(6) To loan its own money, to act as agent or broker in procuring money for loans, to endorse, guarantee the payment of, buy, sell and otherwise deal in notes, open accounts and other similar evidences of debt;

(7) To manufacture, buy, sell, import, export or otherwise deal in goods, wares and merchandise and real and personal property of every class and description as they relate to the purposes set forth above;

(8) To manufacture, buy, sell, import, export or otherwise deal in at wholesale and/or retail goods, wares and merchandise and real and personal property of every class and description whether of the same or different nature than those described in subdivisions (1), (2), (3), (4), (5), (6), and (7) of this Article, in so far as necessary or convenient for the purposes set forth above;

(9) To carry on the business of commission agents, general merchants, importers and exporters of all kinds of merchandise;

(10) To own, operate, buy, lease, sell and otherwise deal in lands, hotels, warehouses, factories, business and office buildings and any and all interest in real estate;

(11) To transact any of the foregoing businesses, either as principals, factors, or agents, on commission or otherwise;

(12) To borrow money and issue its bonds, notes, debentures, or other evidences of indebtedness, and to secure the same by mortgage or mortgages, pledge or pledges, of any or all of its property;

(13) To loan money to, to act as guarantor for or as surety on the bonds, notes, debentures or other evidences of indebtedness created by, or guarantee dividends on or a certain amount per share in liquidation of the capital stock of, or otherwise assist financially or in any other manner any corporation, joint stock company, partnership, trust or association, any stock, bonds, notes, debentures or other obligations or securities of which may be owned by this corporation or in which this corporation has a financial interest;

(14) To transact any other business or thing, and do all or any acts or things which may lawfully be and which usually are or can be conveniently carried on or done by persons carrying on any of the foregoing businesses or undertakings, of which are calculated directly or indirectly to enhance the value of or render profitable<sup>b/</sup> any of the corporation's business property or rights, or which may be necessary, suitable, proper or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, or which are incidental or appurtenant to or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof, so far as permitted by law so to do.

November 3, 1959

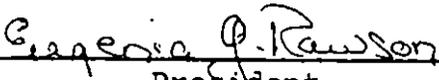
Secretary of State  
State of Rhode Island  
State House  
Providence, Rhode Island

Dear Sir:

This will advise you that at a meeting of the stockholders of Getchell & Son, Inc., a Rhode Island corporation incorporated in 1928, which meeting of stockholders was held on November 2, 1959, it was unanimously voted by all of the stockholders of said corporation to change its corporate name to Island Place, Inc. and to permit the use of the name, Getchell & Son, Inc., by a new Rhode Island corporation incorporated in 1959, which new corporation is purchasing substantially all of the assets of the old Getchell & Son.

The incorporators of the new corporation are Walter F. Gibbons, R. Elizabeth Miller and Ida T. Robbie.

Sincerely yours,

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Treasurer

of Island Place, Inc.  
(formerly Getchell & Son, Inc.)