

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we.....Eugenia L. DiPaolo, Rocco Proia,
and Aquilino DiOrto, all 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 Article II of Chapter 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of.....
A. Gasbarro and Sons, Inc.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of buying, selling, dealing, and jobbing in liquors, wines, beers, ales, porters, and other lawful beverages, in all their forms; also to conduct a general real estate business; also store supplies of all kinds; and also the transaction of all other business connected therewith or incidental thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See Sec. 5, Chapter 248 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 said 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 these 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 these 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 paragraph (e) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

SEVENTH. Said corporation shall have the right in the case of the sale of stock by any stockholder to purchase said stock at the lowest price at which he is willing to sell, before the same is sold by him to any other party, provided, however, said right to purchase shall be exercised by the corporation within a period of 30 days from the time of receipt of a written notice by the Treasurer of the Corporation of the stockholder's intention to sell his stock and the price thereof.

EIGHTH. The certificates of stock shall contain a provision substantially as follows:

"This certificate is issued subject to the Corporation's right of pre-emption, and all other restrictions and conditions and limitations contained in the articles of association and by-laws."

NINTH. The only powers which the stockholders shall have will be the election of a board of directors; all other powers shall be exercised by the board of directors except as herein or by law otherwise provided. The power to make, alter, and repeal by-laws shall be in the directors. A majority of the directors shall constitute a quorum for the transaction of all business. The directors shall immediately after each annual meeting of the stockholders appoint such officers as shall be prescribed by the by-laws.

In Testimony Whereof, We have hereunto set our hands and stated our residences this Fourth day of August, A. D. 19 36.

NAME

RESIDENCE
(No. Street, City or Town)

Eugenia L. Di Paolo, 67. L. Heath Ave., Prov. R. I.
Rocco Proia 482 Atwell Ave. Prov. R. I.
Aquilino Di Brio 51 Courtland St. Prov. R. I.

State of Rhode Island,

County of Providence }

In the City of Providence

of Providence

in said county this 4th day of August, A. D. 19 36,

then personally appeared before me Eugenia L. Di Paolo, Rocco Proia,
and Aquilino Di Brio

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.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

A. Gasbarro and Sons, Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

AUG 6 1936

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State of Rhode Island and Providence Plantations

A 7101 OFFICE OF THE GENERAL TREASURER

Providence, August 6, 1936.

I Hereby Certify That A. Gasbarro and Sons, Inc.

has paid into the State Treasury a fee of
twenty five (25) - - - - Dollars for incorporation.
in accordance with the provisions of Chapter 248, General Laws, and all acts in amendment thereof.
\$ 25.00

General Treasurer

General Treasurer