

\$40.00
Filing fee: ~~\$20.00~~

**RESTATED ARTICLES OF INCORPORATION
OF**

H. CARR & SONS, INC.

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is **H. CARR & SONS, INC.**

SECOND: The period of its duration is **perpetual**

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

FOURTH: The aggregate number of shares which the corporation has authority to issue is **3000 preferred shares of par value \$100.00 and 300 common shares**

of no par value
Note: If the authorized shares consist of one class only, insert a statement of the par value of such shares or a statement that all of such shares are without par value.

If the authorized shares are divided into classes, insert a statement of the number of shares of each class, a statement of the par value of the shares of each such class or that such shares are without par value, and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

If the authorized shares of any preferred or special class are issuable in series, insert a statement of the designation of each series, a statement of the variations in the relative rights and preferences as between series in so far as the same are fixed in the articles of incorporation and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

FIFTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

NONE

SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:

~~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 ~~then~~ 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 same~~ 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 and except transfers by gift inter vivos, whether in trust or otherwise) 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.

SEVENTH: The restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

Dated *November 19, 1980*

H. CARR & SONS, INC.
By *[Signature]*
Its *Vice President*
and *William Allen*
Its *Secretary*

STATE OF RHODE ISLAND
COUNTY OF *Providence* } Sc.

At *Providence* in said county on this *19th* day of
November, 19 *80*, personally appeared before me *James*
L. Carr Jr., who, being by me first duly sworn, declared that he is the
Vice President of *H. Carr & Sons, Inc.*

that he signed the foregoing document as *Vice President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Gayle F. Tarzwell
Notary Public

GAYLE F. TARZWELL

Notary Public

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[Signature]

1. To design, erect, install and finish ceilings with acoustical properties in any type or types of houses, factories or buildings; to design, erect, install and finish acoustical and sound-proofing installations and applications; and to engage in the business of buying, selling and otherwise dealing in as principal, agent or broker for its own account and otherwise, at wholesale and at retail, acoustical materials and devices of all kinds and of every nature and all other articles, goods and chattels incident thereto or desirable, useful or appropriate in connection therewith;

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, or which are calculated directly or indirectly to enhance the value of or render profitable 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.

~~ARTICLE NO. FIFTH~~ The total amount of the authorized capital stock of this corporation with par value shall be Three Hundred Thousand Dollars (\$300,000.00) as follows, viz.: Preferred stock in the amount of Three Hundred Thousand Dollars (\$300,000.00) to be divided into three thousand (3,000) shares of the par value of One Hundred Dollars (\$100.00) each; the total amount of authorized capital stock of this corporation without par value shall be three hundred (300) shares of no par value Common stock.

The Preferred and Common stock herein authorized may be issued from time to time in such amounts and proportions and, subject to the provisions of this Article FIFTH of these Articles of Incorporation under such conditions and on such terms and for such purposes and with respect to the no par value Common stock at such prices as shall be determined by the Board of Directors of said corporation and as may be permitted by law.

The Preferred and Common stock shall have the following respective rights, preferences, voting powers, restrictions and qualifications:

PREFERRED STOCK

1. Dividend Rights. The holders of the Preferred stock shall be entitled to receive out of the funds of the corporation lawfully available for dividends under the Rhode Island Business Corporation Act, if, when, and as declared by the Board of Directors in its discretion, non-cumulative dividends at the rate of Six Dollars (\$6.00) per share per annum and no more, payable under such date or dates as the Board of Directors shall determine before any dividends shall be declared or paid upon or set apart for or other distribution shall be ordered or made in respect of any other stock of the corporation. Such dividends on each share of the Preferred stock shall, however, be non-cumulative so that if in any year dividends amounting to Six Dollars (\$6.00) per share shall not be declared on the outstanding Preferred stock, whether or not in any such year there shall be net income available for the payment of such dividends, the holder of such Preferred stock shall not be entitled to receive thereafter any further dividends for said year with respect to such stock.

2. Liquidation Rights and Preferences. In the event of any liquidation, dissolution or winding up of the corporation, resulting in any distribution of its assets to its stockholders, the holders of the Preferred stock shall be entitled to receive for each share thereof out of the assets of the corporation, whether from capital, surplus or earnings, available for distribution to its stockholders, an amount equal to \$100 per share, together with an amount equal to all dividends previously declared but remaining unpaid thereon, before any distribution of assets of the corporation shall be made to the holders of the Common stock of the corporation, but the holders of the Preferred stock shall be entitled to no further participation in such distribution. If, upon any such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Preferred stock shall be insufficient to permit of the payment to them of the full preferential amounts aforesaid, then the entire assets of the corporation available for distribution to stockholders shall be distributed

ratably among the holders of the Preferred stock in proportion to the full preferential amounts to which they are respectively entitled.

3. Purchase. The corporation shall have the right to purchase all or any part of its outstanding Preferred stock at any time and from time to time at a price or prices not in excess of the par value thereof plus all dividends previously declared but remaining unpaid thereon. Such purchases may be effected in the open market, at private sale, or upon call for tender as the Board of Directors in its sole discretion shall determine and under such rules and regulations, if any, as it may establish.

4. Voting Rights. None of the holders of Preferred stock shall have any voting powers for any purposes, except as may be specifically required by statute.

COMMON STOCK

1. Dividends. After full dividends for the current year at the rate of six percent (6%) per annum shall have been paid to or set apart for the holders of the Preferred stock then out of any funds lawfully available therefor, dividends may be paid on the Common stock, if, when and as declared by the Board of Directors in its discretion.

2. Distribution of Assets. In the event of any liquidation, dissolution or winding up of the corporation or any reduction of its capital, resulting in a distribution of its assets to its shareholders, after there shall have been paid to or set apart for the holders of the Preferred stock the full amounts to which they are entitled under the provisions of this Article FIFTH, the holders of the Common stock shall be entitled to receive as a class, pro rata, the remaining assets of the corporation available for distribution to its shareholders.

3. Voting Rights. At all meetings of the stockholders of the corporation, the holders of the Common stock shall be entitled to one vote for each share of Common stock held by them, except as herein otherwise expressly provided. None of the holders of the Preferred stock shall have any voting powers for any purposes, except as may be specifically required by statute.