

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we CHARLES BUTTERFIELD, JR.,  
EDMUND J. KELLY and LILLIAN TRIVISONNO

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, as amended.

SECOND. Said corporation shall be known by the name of  
YACHT CLUB BOTTLING WORKS, INC.

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

~~for the purpose of~~ following purposes:

To manufacture, buy, sell, import, export, bottle, distribute and deal in, generally non-alcoholic beverages of all classes, characters and descriptions, soda water and other carbonated beverages, syrups of all kinds, flavoring extracts, confections and all manner of beverages such as are known as mineral waters or soft drinks; to obtain copyrights on names for soft drinks and syrups and to obtain patents on soft drinks and syrups therefor; to manufacture, buy, sell, import and export and generally to use machinery, devices and appliances for the manufacture, sale, distribution and bottling of non-alcoholic beverages of all kinds; and to build, purchase, lease, or otherwise acquire, equip and maintain buildings, warehouses, storehouses and all such structures as may be necessary for the furtherance of such business.

To purchase or otherwise acquire any interests in any patents, licenses, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use any invention, whether patented or otherwise, or any secret or other information as to the same, and in relation to the production, manufacture, preparation, treatment, and sale of bottles, beverages, and confections, and any and all other substances suitable for, or calculated to be of use in the preparation thereof.

(d) to 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 North Providence, 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  
THREE HUNDRED ( 300 ) shares  
as follows, viz:— THREE HUNDRED ( 300 ) 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:—

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

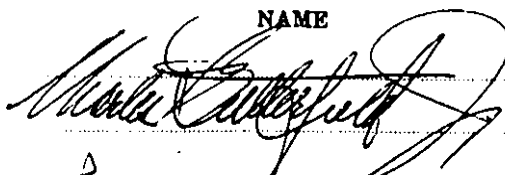
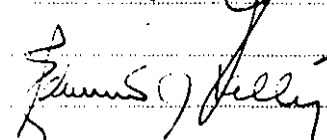

(Further provisions not inconsistent with law)

**SEVENTH** The Corporation shall have a right of pre-emption upon the Stock of its Stockholders to be enforced in accordance with the By-laws of said Corporation.

**EIGHTH**

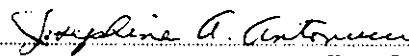
**NINTH**

In Testimony Whereof, We have hereunto set our hands and stated our residences this 26<sup>th</sup> day of June, A. D. 1969

NAME	RESIDENCE (No. Street, City or Town)
	259 Love Lane, Warwick, R. I.
	535 Academy Avenue, Providence, R.I.
	236 Mapleton Street, Cranston, R.I.

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE } In the City of PROVIDENCE  
In said county this 26<sup>th</sup> day of June, A. D. 19 69  
then personally appeared before me Charles Butterfield, Jr., Edmund J. Kelly & Lillian Trivisonno

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.

  
Notary Public  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

YACHT CLUB BOTTLING WORKS, INC.

JUN 27 69 SEC-OF-STATE 011 CD\*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN 27 1969 19

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 40869A

Providence

June 27, 1969

I Hereby Certify That

Yacht Club Bottling Works, Inc.

has paid into the State Treasury a fee of

Eighty

Dollars for

Incorporation

in accordance with the provisions of 7-19, General Laws.

*Raymond H. Hawley*  
General Treasurer