

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William R. Goldberg, Helen A. Connors and Dolores McPhillips

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 DE-MAL ASSOCIATES, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of carrying on and conducting a general real estate business, including but not limited to, purchasing, acquiring, holding, improving, selling, conveying, assigning, releasing, mortgaging, incumbering, leasing, hiring, and dealing in real and personal property of every name and nature, including stocks and securities. Also, for the purpose of carrying on and conducting a general construction business including the designing and construction of buildings, apartment houses, dwelling houses, homes, schools, hospitals, public buildings, factories, and buildings and works of every description.

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)

SEVENTH. The corporation shall have the right in case of sale of stock of any stockholder to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other person; provided, the corporation shall exercise said right of preemption within sixty days after receipt of written notice of the stockholder's intention to sell and the price asked therefor.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 14th day of February, A. D. 19 68

NAME	RESIDENCE (No. Street, City or Town)
<i>William R. Goldberg</i>	<i>581 East Ave Pawtucket, R.I.</i>
<i>Helen A. Connors</i>	<i>44 Rosemead Rd Pawtucket R.I.</i>
<i>Dolores McPhillips</i>	<i>71 Boyce Avenue, Pawtucket, R.I.</i>

STATE OF RHODE ISLAND, }
 COUNTY OF Providence } In the City of Pawtucket
 in said county this 14th day of February, A. D. 19 68
 then personally appeared before me William R. Goldberg, Helen A. Connors and
 Dolores McPhillips

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.

Bernard R. Guyron
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

DE-MAL ASSOCIATES, INC.

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FILED IN THE OFFICE OF THE SECRETARY OF STATE

FEB 14 1968

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 38558

Providence

February 14, 1968

I Hereby Certify That

DE-MAL ASSOCIATES, INC.,

has paid into the State Treasury a fee of Eighty-----Dollars for in accordance with the provisions of 7-1-9, General Laws.

Corporation

Raymond H. Jaworsky General Treasurer