

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we FRANK W. SMITH, GRACE G. SMITH and  
FRANK W. SMITH, JR., all of the Town of South Kingstown, 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, as amended.

SECOND. Said corporation shall be known by the name of

VAROR CORPORATION

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

for the purpose of acquiring by purchase or lease, or otherwise, lands and interest  
in lands, and to own, hold, improve, develop and manage any real estate so acquired,  
and to erect or cause to be erected on any lands owned, held or occupied by the  
Corporation, buildings or other structures with their appurtenances, and to re-  
build, enlarge, alter, or improve any buildings or other structures now or here-  
after erected on any lands so owned, held or occupied, and to mortgage, sell,  
lease or otherwise dispose of any lands or interests in lands and in buildings  
or other structures, and any stores, shops, suites, rooms or parts of any build-  
ings or other structures at any time owned or held by the Corporation.

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)

FOURTH. Said corporation shall be located in South Kingstown, 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  
SIX HUNDRED----- ( -600- ) shares  
as follows, viz:— SIX HUNDRED----- ( -600- ) shares of  
Common stock, without par value; and  
\_\_\_\_\_  
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 termi-  
nate PERPETUAL.

(Further provisions not inconsistent with law)

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SEVENTH The stock of this Corporation may be issued from time to time for such consideration consisting of cash, personal property, tangible or intangible, or real estate, as may be fixed from time to time by the directors.

EIGHTH No stockholder of this Corporation shall make sale of any of the stock of the Corporation held by him or her without first giving written notice to the Corporation of his or her intention to sell the same and giving to the Corporation the right to purchase said stock at the lowest price at which he or she is willing to sell before the same shall be sold by him or her to any other

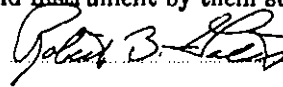
NINTH party. The Corporation shall exercise the right to purchase the stock so offered to it within sixty (60) days from the date of the receipt of said offer. Upon the failure of the Corporation to exercise its right, the stockholder shall be at liberty to make sale of the stock so offered to the Corporation in the open market.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 9<sup>th</sup> day of JUNE, A. D. 1969.

NAME	RESIDENCE (No. Street, City or Town)
Frank W. Smith	427 Kingstown Rd., Wakefield, Rhode Island
Grace G. Smith	427 Kingstown Rd., Wakefield, Rhode Island
Frank William Smith Jr.	417 Kingstown Rd., Wakefield, Rhode Island

STATE OF RHODE ISLAND, }  
COUNTY OF WASHINGTON } In the ~~SIXTY~~ 9<sup>th</sup> day of JUNE, A. D. 1969  
in said county this } of SOUTH KINGSTOWN  
then personally appeared before me FRANK W. SMITH, GRACE G. SMITH and  
FRANK W. SMITH, JR.

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

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

VAROR CORPORATION

SEC-OF-STATE-1136 00\*\*\*\*\*5.00

*[Signature]*

FILED IN THE OFFICE OF THE

SECRETARY OF STATE  
JUN 10 1969

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State of Rhode Island and Providence Plantations

No 40804

OFFICE OF THE GENERAL TREASURER

Providence June 10, 19 69

I Hereby Certify That Varor Corporation

has paid into the State Treasury a fee of

Eighty -----

Dollars for

Incorporation

in accordance with the provisions of 7-1-9, General Laws.

*[Signature]*

General Treasurer.