

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we FRANCIS J. KERNAN, ARCHIBALD B. KENYON, JR., AND GIOVANNI FOLCARELLI

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 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of GANNON & SCOTT, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of engaging in the business of assaying, refining, smelting, manufacturing, buying selling, and otherwise dealing in all metals and materials and alloys of metals and materials, and for the purpose of manufacturing, buying, selling and otherwise dealing in chemicals and jeweler's supplies; and for the purpose of manufacturing, buying, selling, leasing and holding real estate and also for the purpose of transacting any business incidental to or connected with the above.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in 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
~~SIX HUNDRED~~ (600) shares
as follows, viz:— ~~SIX HUNDRED~~ (600) 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: The period of duration of said corporation shall be perpetual.

SEVENTH: No stockholder of the corporation shall make sale of any of the stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock at the lowest price at which he is willing to sell before the same shall be sold to any other party. The corporation shall exercise the right to purchase the stock so offered it within thirty (30) days from the date of the receipt of said offer; and if not accepted within said time, the stockholder shall be at liberty to make sale of the stock so offered to the corporation in open market for not less than the price named by him. By unanimous consent of all the stockholders present at any meeting, the holder of stock may be authorized and permitted to transfer the same to any other person or persons and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

~~SEVENTH~~ (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH The stock of this corporation may be issued from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate as may be fixed from time to time by the Board of Directors.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of December, A. D. 19 57

NAME.	RESIDENCE. (No. Street, City or Town)
Francis J. Kiernan FRANCIS J. KIERNAN	218 Ausdale Road, Cranston, R. I.
Archibald B. Kenyon, Jr. ARCHIBALD B. KENYON, JR.	11 Warner Avenue, Wakefield, R. I.
Giovanni Folcarelli GIOVANNI FOLCARELLI	Chopmist Hill Road, Scituate, R. I.

STATE OF RHODE ISLAND, } City
 In the } of PROVIDENCE
COUNTY OF PROVIDENCE }
in said county this 31st day of December, A. D. 1957 /
then personally appeared before me FRANCIS J. KIERNAN, ARCHIBALD B. KENYON, JR.
and GIOVANNI FOLCARELLI

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.

William J. Carling
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

GANNON & SCOTT, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

DEC 31 1957

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 24213 Providence December 31, 1957

I Hereby Certify That Gannon & Scott, Inc.

has paid into the State Treasury a fee of
Twenty Five Dollars for Incorporation
in accordance with the provisions of Chapter 116, General Laws of 1936.

\$25.00

General Treasurer.