

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION.

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we John T. Walsh, Nancy Ricci  
and F. Thomas O'Halloran,

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  
Simplex Automotive Parts Co.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of engaging in the business of buying and selling  
automotive parts and accessories of all kinds at wholesale and  
retail, rebuilding and repairing automobile and truck engines,  
clutches, brakes, etc. and to generally do all machine shop work  
necessary in the rebuilding and repairing of automotive engines  
and other parts thereof and to do such/other things or acts as are  
convenient and usual in carrying on the foregoing business.

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  
four hundred ( 400 ) shares,  
as follows, viz:— four hundred ( 400 ) 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:—

The stock, without par value, may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal property (tangible or intangible) or real estate, as may be fixed by the incorporators in the first instance and/or thereafter by the Board of Directors (if any), or the stockholders of the corporation.

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

(Further provisions not inconsistent with law)

SEVENTH. No stockholder shall sell any of his shares of capital stock of the corporation standing in his name on the books of the corporation without first offering same to the corporation in writing at the lowest price at which he is willing to sell the same. The corporation shall have twenty days from the date of the receipt of

~~RECEIPT~~ said offer to reject or accept same. Notice of rejection or acceptance shall be addressed to the stockholder at the address appearing on the books of the corporation.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 13th day of December, A. D. 19 55.

NAME.	RESIDENCE. (No. Street, City or Town)
John T. Walsh	114 Cathedral Ave. Providence R.I.
Nancy Ricci	50 Leyman Ave. Johnston, R.I.
F. Thomas O'Halloran	17 Mount Ave Providence R.I.

STATE OF RHODE ISLAND, }  
COUNTY OF Providence } In the City of Providence

in said county this 13th day of December, A. D. 19 55.  
then personally appeared before me John T. Walsh, Nancy Ricci and  
F. Thomas O'Halloran.

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.

Francis A. Manzi  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

SIMPLEX AUTOMOTIVE PARTS CO.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

DEC 22 1955

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 21823

Providence, Dec 22, 1955

I Hereby Certify That Simplex Automotive Parts Co.

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 1956

\$ Twenty-five - - - - -

General Treasurer.