

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 88668

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is

ANTIQUE COMMON OF EAST GREENWICH, INC.
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state)perpetual.....

THIRD. The purpose or purposes for which the corporation is organized are:

Retail sale of owned and consigned antiques, collectibles and other materials; engaging in any and all activities necessary or incidental to accomplishment of the foregoing purposes.

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By R.G.#55
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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class* Total number of shares.....4,000.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

All of said shares are to be without par value.

or

(b) *If more than one class* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

NONE

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attached Article Sixth.

SEVENTH. The address of the initial registered office of the corporation is 461 Main Street, East Greenwich, Rhode Island 02818 (add Zip Code) and the name of its initial registered agent at such address is: Albert D. Saunders, Jr., Esq., 130 Main Street, East Greenwich, RI 02818

[Handwritten signature of Albert D. Saunders, Jr.]
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is None and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Not yet organized	

NINTH. The name and address of each incorporator is:

Name	Address
Albert D. Saunders, Jr.	130 Main Street East Greenwich, RI 02818

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing these articles of incorporation.

Dated March 13, 1996

[Handwritten signature of Albert D. Saunders, Jr.]
Signature of each incorporator

SIXTH:

A. Action by the shareholders pursuant to section 7-1.1-30.3(b) of the General Laws of Rhode Island, 1956, as amended, is hereby authorized.

B. The capital stock of this corporation shall be issued, held, owned and transferred subject to the following terms, conditions and options: (1) Any holder of stock desiring to sell, transfer or otherwise dispose of any of such stock may not sell, transfer or otherwise dispose of the same without first offering to sell the same to this corporation, and if this corporation does not elect to buy the stock so offered, then without, secondly, offering to sell the same to the other stockholders. (2) Offers to sell shall be in writing and shall state the number of shares to be sold and the price at which the holder is willing to sell and the name and address of the proposed transferee if sale or transfer to some particular person is desired. (3) No offer to sell to the other stockholders shall be considered validly given until this corporation has notified the holder of its election to purchase or not to purchase the stock so offered for sale or until the expiration of thirty (30) days after receipt of such offer by this corporation, whichever first occurs. (4) Notice by this corporation or any stockholder of the election to purchase the stock so offered must be given within thirty (30) days after the receipt of the offer to sell, and such notice must specify a date and time within thirty (30) days after the date of such notice and the place where such holder should deliver the stock, duly endorsed for transfer, and receive payment therefor. (5) If more than one of the other stockholders elect to purchase the shares offered for sale, those who so elect to purchase shall purchase and receive a pro-rata proportion of the stock offered for sale based on their respective holdings at the time such offer was made. (6) If the offers are made to this corporation and other stockholders as aforesaid and are not accepted, then the holder desiring to dispose of such stock may, during the twenty (20) days following expiration of said thirty (30) day period of the offer to the other stockholders, sell and transfer all, but not less than all, of the stock so offered for sale, but only at a price equal to or more than the price stated in said offers. Any transfer after expiration of said twenty (20) day period may take place only after again complying with the foregoing provisions hereof. (7) This corporation shall not declare or pay a dividend on any stock retained by any stockholder after tender of the value thereof, as provided above, and such person shall not have the right to a vote nor enjoy any of the privileges of a stockholder. (8) A pledge or hypothecation of stock shall not be deemed a sale, but no transfer of stock pledged or hypothecated shall be made by this corporation on its books unless and until a foreclosure thereof, and then such transfer shall be subject to the foregoing provisions.

The foregoing provisions shall not be applicable to transfer by a holder to the trustee of a revocable intervivos trust as to which the holder is settlor and sole beneficiary during his lifetime, nor to any transfer by the trustee of such trust occasioned by the death of such holder, nor to any transfer on the death of the holder by will or intestate succession; provided, however, that any transfer by any transferee who shall acquire stock pursuant to any such exempt transfer shall be subject to said foregoing provisions. Except as to any transferee who shall acquire stock pursuant to any such exempt transfer, this corporation shall have the right to refuse to any person who shall acquire any stock otherwise than by issue or sale by this corporation or by transfer under the foregoing provisions the right to a vote or the right to enjoy any privilege of a stockholder, and shall have the right to refuse to declare or pay any dividend on any stock so transferred.

The foregoing provisions of this Article Sixth may be waived by the unanimous vote of the stockholders.