

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Michael Needle, Sylvia Shaffer and Samuel B. Gack.....

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.....

POTTER FUEL COMPANY, INC.....

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, storing, selling, distributing and dealing generally at wholesale or retail in and with gasoline, lubricating oils, fuel oils and all kinds of petroleum products, both crude and refined; engaging in the distribution and hauling, bulk storage and distribution of petroleum products of all kinds; conducting, operating and engaging in the wholesale and retail sale and distribution of heating equipment and apparatus and supplies therefor; buying, owning, leasing, renting, or otherwise acquiring and holding, operating, managing, licensing, conveying and dealing in and with gasoline filling stations and automotive service stations and all equipment and automotive supplies therefor.

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  
..... Five Hundred ..... (..... 500 .....) shares,  
as follows, viz:— ..... Five Hundred ..... (..... 500 .....) shares of  
Common stock, without par value; and  
..... No ..... (..... No .....) 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:—

**TRANSFER OF SHARES:**

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the

expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.  
No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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

(Further provisions not inconsistent with law)

SEVENTH

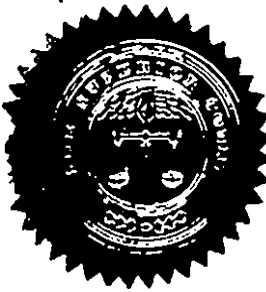
Commonwealth of Massachusetts

SUFFOLK, ss.

CLERK'S OFFICE OF SUPERIOR COURT.

I, THOMAS DORGAN, of Boston, in said County, duly elected, qualified and sworn as Clerk of the Superior Court, for and within said County and Commonwealth, dwelling in Boston in said County, said Court being a Court of record with a seal which is hereto affixed, the records and seal of which Court I have the custody, do herein and hereby in the performance of my duty as said Clerk, certify and attest that Richard B. Johnston

before whom the annexed affidavit, proof or acknowledgment was taken and subscribed, is a Notary Public for, within, and including the whole of said Commonwealth, residing in said County, duly appointed, commissioned, qualified, sworn and authorized by the laws of said Commonwealth to act as such; and also duly authorized by the laws of said Commonwealth to take affidavits and take and certify proofs of acknowledgment of deeds of conveyances for lands, tenements, hereditaments, lying and being in said Commonwealth; in any part thereof and to be recorded therein, wherever situated and however bounded; that he was at the time of taking the affidavit, proof or acknowledgment, hereto annexed, such Notary Public that due faith and credit are and ought to be given to his official acts; that I am well acquainted with his signature and handwriting, and I verily believe that the signature to the said affidavit, proof or acknowledgment is genuine, and, further, that the annexed instrument is executed and acknowledged according to the laws of said Commonwealth.



Witness my hand and the seal of said Court at Boston, in said County and Commonwealth, this 3rd day of September, A. D. 1952.

Thomas Dorgan  
Clerk.

Form 181-6-15-50-2000

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 3rd day of September, A. D. 1952.

NAME.	RESIDENCE. (No. Street, City or Town)
<u>Michael Needle</u>	<u>114 Cottage St. Chelsea, Mass.</u>
<u>Samuel B. Gack</u>	<u>31 Old St. Dorchester Mass</u>
<u>Sylvia Shaffer</u>	<u>60 Intervale St. Roxbury, Mass.</u>

MASSACHUSETTS  
STATE OF ~~PROVIDENCE~~ } In the City of BOSTON  
COUNTY OF SUFFOLK }  
in said county this 3rd day of September, A. D. 1952.  
then personally appeared before me Michael Needle, Sylvia Shaffer and  
Samuel B. Gack

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.

Richard B. Johnston  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

POTTER FUEL

COMPANY, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

~~SEP 9 1952~~

SEP - 4 1952

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 18160

Providence September 4, 1952. 19

I Herby Certify That Potter Fuel Company, 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 1938.

\$ 25.00

*R. J. Foxworthy*  
General Treasurer.