

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Henry F. O'Connell, Jr.,  
Frank D. Arcori and Helena Griffin

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.

SECOND. Said corporation shall be known by the name of

HIGGINBOTHAM BROS. INC.

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

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 29th day of June, A. D. 1960

NAME

RESIDENCE (No. Street, City or Town)

<i>Henry F. O'Connell</i>	<i>20 Belcher St. Wintbury Mass.</i>
<i>Frank D. Arcari</i>	<i>66 Sycamore St. Somerville Mass.</i>
<i>Helena Griffin</i>	<i>22 Ludoville Street, Somerville, Mass.</i>

MASSACHUSETTS

STATE OF ~~MASSACHUSETTS~~

COUNTY OF SUFFOLK

In the City of BOSTON

in said county this 29th day of June, A. D. 1960

then personally appeared before me Henry F. O'Connell, Jr.

Frank D. Arcari and Helena Griffin

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.

*Benjamin Alpert*  
Notary Public.

(BUSINESS CORPORATION)

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ORIGINAL

ARTICLES OF ASSOCIATION OF

HIGGINBOTHAM BROS., INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN 30 1960 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 28137 Providence June 30 1960

I Hereby Certify That *Higginbotham Bros. Inc.*

has paid into the State Treasury a fee of *Twenty-five* Dollars for *Incorporation*  
in accordance with the provisions of 7-1-9, General Laws.

*Raymond H. Hawksley*  
General Treasurer.