State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Jacques V. Hopkins, Ridler W. Page and Malcolm Farmer III

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, as amended.

SECOND. Said corporation shall be known by the name of Brown, Lisle & Marshall, Incorporated

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the following purposes ~~of~~ as set forth in Appendix A attached hereto.

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~~ said corporation shall have power:

(a) to have perpetual succession in its corporate name, ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

(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~~ said corporation shall not 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, ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ 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~~ 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:—

....

....

....

....

....

....

....

....

....

....

....

....

....

....

....

....

....

....

....

SIXTH. (If not perpetual) The period of duration of said corporation shall ~~termi-nate~~ ....be perpetual........................

(Further provisions not inconsistent with law)

SEVENTH The corporation shall be liquidated and dissolved at any time when the holders of over fifty percent (50%) of the issued and outstanding shares of capital stock shall have voted in favor of such action at a meeting duly called and held for the purpose of considering and taking action on the proposal.

EIGHTH

NINTH

In Testimony Whereof. We have hereunto set our hands and stated our residences this 13th day of [redacted] December, A. D. 1965

NAME	RESIDENCE (No. Street, City or Town)
Malcolm Farmer III	168 Bowen St., Providence, R.I.
Ridler W. Page	74 Ferry Lane Barrington, R.I.
Jacques V. Hopkins	27 East Manning St Providence, R.I.

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

in said county this 13th day of December, A. D. 1965

then personally appeared before me Jacques V. Hopkins, Ridler W. Page, and Malcolm Farmer III

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.

Robert H. Pickard

Notary Public

1161

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Brown, Lisle, ~~and~~ & Marshall, Incorporated

FILED IN THE OFFICE OF THE SECRETARY OF STATE

DEC 13 1965 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 35450 Providence Dec. 13, 1965

I Hereby Certify That Brown, Lisle & Marshall, Incorporated

has paid into the State Treasury a fee of Eighty Dollars for incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawksley

General Treasurer

APPENDIX A

1. To engage in and carry on a general securities business in all branches thereof to the full extent permitted by law and to engage in and carry on a general underwriting, financing, investment, dealer and brokerage business on behalf of itself and others, including, without limiting the generality of the foregoing, generally to deal in "securities" (which term, when used in these articles of association, includes, without limiting the generality of its meaning, all kinds of shares, stocks, trust certificates, certificates of interest or participation in any profit-sharing agreement, preorganization certificates or subscriptions, certificates of deposit for securities, fractional undivided interests in oil, gas, or other mineral rights, bonds, debentures, mortgages, trust receipts, notes, obligations, contracts, acceptances, commercial paper, choses in action, evidences of indebtedness, or in general any interests or instruments commonly known as "securities", or any certificates of interest or participation in, temporary certificates for, receipts for, guarantees of, or warrants or rights to subscribe to or purchase, any of the foregoing) and generally to deal in "commodities", (which term, when used in these articles of association, includes, without limiting the generality of its meaning, products, articles of commerce, materials, merchandise, personal property of every kind, character or description whatsoever, any things commonly known as "commodities", contracts for the future delivery of the foregoing, and any interests therein, instruments evidencing rights to acquire such interests or securities

in respect thereto).

2. In particular, to acquire, purchase, subscribe for either by original subscription or upon conditions or otherwise, invest in, borrow, hold as nominee, custodian or otherwise, sell, distribute, exchange, issue, promote the issuance or conversion of, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee, subsidize, import, export, turn to account in any manner, or otherwise effect any and all lawful transactions of every kind, character or description whatsoever, either for its own account or for the accounts of others and either by itself or jointly with others, in or with respect to securities and commodities of, or any other interests in, any person, corporation, association, partnership, syndicate, trust, entity, or sovereign, governmental, municipal, local or public authority or body, or organization of any kind whatsoever, domestic or foreign, and to possess and to exercise in respect thereof, all rights, powers and privileges conferred by or incident to ownership thereof.

3. To maintain accounts with and for customers, of every kind, character or description whatsoever, with respect to securities and commodities.

4. To render advisory, investigatory, supervisory, investment, managerial or other services to any person, corporation, association, partnership, syndicate, trust, entity, or sovereign, governmental, municipal, local or public authority or body, or organization of any kind whatsoever, domestic or foreign, and to investigate and examine

businesses, enterprises, assets, property or rights of every kind and description throughout the world with the aim of securing information for the investment and employment of capital.

5. To act in any lawful capacity whatsoever as financial, commercial or business agent or representative, general or special, or as factor or broker or in any other lawful capacity whatsoever for, and to effect any and all lawful transactions of every kind, character or description whatsoever for the account of any person, corporation, association, partnership, syndicate, trust, entity or sovereign, governmental, municipal, local or public authority or body, or organization of any kind whatsoever, domestic or foreign.

6. To acquire and hold one or more memberships in, to become affiliated with a member firm of, or to otherwise secure membership privileges on any securities exchange, board of trade, commodity exchange, association of brokers or dealers, clearing corporation or association, or any other association, membership in which will in any way facilitate the conduct of the corporation's business, whether any of the foregoing are domestic or foreign.

7. To conduct, manage and carry on a general appraisal business, and to enter into and execute contracts for the appraisement of every kind of property wheresoever situate, which the corporation might legally appraise.

8. To acquire, engage in, and dispose of all or any part of the business, operations and property of any securities, commercial,

mercantile, manufacturing, industrial, trading, mining or petroleum business of any kind, character or description whatsoever, foreign or domestic, either by itself or jointly with others and either for its own account or for the accounts of others, and to cause, promote, take charge of, and aid, in any lawful way, the formation, merger, reorganization or liquidation of any such business.

9. To do every lawful act and thing which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties, and to do every lawful act and thing which is necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein provided for or which is incidental to or connected with said purposes.