



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

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:

1. The name of the corporation is STANDARD RENT-A-CAR, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

To rent, loan, lease and buy and sell motor vehicles of every kind and description  
and to conduct any and all other lawful business.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1,000 (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.):

No Par Common

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 Chapter 7-1.1 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.):

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

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

See Exhibit "A" attached hereto

7. The address of the initial registered office of the corporation is 664 Front Street

Woonsocket, RI 02895 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)

William R. Legare

8. 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
President	William R. Legare	106 Grove St., Millville, MA 01529
V. President	Judith A. Legare	106 Grove St., Millville, MA 01529
Secretary	Scott K. Keefer	18 Edward Ave., Slatersville, RI 02876
Treasurer	William R. Legare	106 Grove St., Millville, MA 01529

9. The name and address of each incorporator is:

Name	Address
<u>William R. Legare</u>	<u>664 Front St., Woonsocket, RI 02895</u>

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

Dated September 11, 19 98

**FILED**

SEP 15 1998

William R. Legare President

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

MD 210624

In Woonsocket, on this 11 day of September, 19 98, personally appeared before me William R. Legare

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.

Scott Keefer  
Notary Public

My Commission Expires: 6/28/01

## EXHIBIT A

### PREEMPTIVE RIGHTS

The corporation shall have the right in case of sale or transfer of any common stock by any holder thereof to purchase said stock at the lowest price at which such stockholder is willing to sell or transfer the same before such stock may be sold or transferred to any other party; and no sale or transfer of any such stock to any party other than the corporation shall be valid unless the offer to sell or transfer such stock, at the lowest price at which the holder thereof is willing to sell or transfer, shall have first been received in writing by the corporation. The corporation shall have ten (10) days in which to accept or reject said offer.

Any stockholder who shall have offered his stock for sale or transfer to the corporation in accordance with the foregoing provisions, may at any time within twenty (20) days after the rejection of such offer by the corporation, or if within such period the corporation shall neither accept nor reject such offer, then within twenty (20) days after such offer shall have been received by the corporation, sell or transfer the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder and the purchaser or transferee of such stock as to the price paid therefor before the transferring of such stock upon the books of the corporation.