

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Edward M. McEntee, Walter R. Orme, and Timothy J. McCarthy

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 Marr Office Equipment, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, selling, leasing, renting, distributing, repairing, servicing and dealing generally in all kinds and types of typewriters, adding machines, bookkeeping machines and office machines, both new and used, and the parts and supplies connected therewith, as well as in all kinds of office supplies, office appliances and office furniture and equipment.

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.....Pawtucket....., 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
 One Hundred (100) shares,
 as follows, viz:— One Hundred (100) 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 terminate

Perpetual

(Further provisions not inconsistent with law)

SEVENTH Right of pre-emption. As a condition precedent to the right to enforce a transfer of a certificate or certificates as evidencing the ownership of shares of the capital stock of the corporation, the holder shall first offer the shares to the corporation at a price equal to their book value as of the close of the preceding calendar month; provided, however, that where the offer is made by the personal representative of a deceased stockholder, the book value or offering price shall be determined as of the close of the calendar month immediately preceding the date of death.

~~EIGHTH~~ If the corporation fails or refuses to accept such offer, for a period of sixty days after its receipt, then the stock shall be transferred forthwith to the transferee or transferees designated by the holder.

This right of preemption shall be deemed to bind the stockholders, their transferees, heirs, executors, administrators and assigns, and shall apply to all transfers, whether made with or without adequate consideration, as set forth in the by-laws of the corporation, including transfers customarily accomplished by operation of law.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 12th day of May, A. D. 1953.

NAME.	RESIDENCE. (No. Street City or Town)
Edmund M. McEntee	143 Sixth Street Providence R.I.
Walter R. Orme	37 Pleasant St. Weymouth, R.I.
Timothy J. McCarthy	33 Harvest St. Prov. R.I.

STATE OF RHODE ISLAND, } In the City of Providence
COUNTY OF PROVIDENCE } Town
in said county this 12th day of May, A. D. 1953.
then personally appeared before me Edward M. McEntee, Walter R. Orme, and
Timothy J. McCarthy.

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.

Edmund J. Carberry Jr.
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

MARR OFFICE EQUIPMENT,

INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 12 1953

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 18843 Providence May 12, 1953

I Hereby Certify That Marr Office Equipment, 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

Raymond H. Sawtrey,
General Treasurer