

State of Rhode Island and Providence Plantations
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:

FIRST. The name of the corporation is MENARD'S ELECTRIC, INC.

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

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

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

To manufacture, buy, sell, install, collect, and generally deal in and with electrical equipment of every type including insulators, conductors, insulating material, brackets, wire, poles, conduits, cables, fixtures, chandeliers, light bulbs, motors generators, meters, dynamos, batteries, fuses, switches, lighting equipment, and all other appliances, equipment, appurtenances, goods and devices capable of being employed in connection with the generation, accumulation, distribution, transmission, and use of electricity; and to manufacture, buy, sell and deal in all materials used for or in connection with the manufacture of articles aforesaid, or which may be advantageously dealt in by the corporation in connection therewith.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. 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 - no par

(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.)

(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 title 7 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.)

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

The corporation shall have the right in case of voluntary 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 days in which to accept said offer. No action by the corporation within the ten days shall constitute a rejection of the 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 days after the rejection of such offer 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 therefore, before the transferring of such stock upon the books of the corporation.

In the event of an involuntary transfer by order of any Court, the stock must also be offered to the corporation for the fair market value of said shares, or upon the same terms as contained in any Court order, before they can be transferred. By unanimous consent of all the shareholders, the holder of any share may be authorized and permitted to transfer the same to any other person or persons, and such authorization shall be considered a waiver by the corporation of its right to have the share offered to it before the offering of the same for sale to any other party.

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

In accordance with §7-1.1-51 of the General Laws, 1956, as amended, there shall be no Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is
255 Main Street, Pawtucket, Rhode Island 02860 (add Zip Code)
and the name of its initial registered agent at such address is:
Francis A. Gaschen, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is None elected yet 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
None elected yet.	

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Francis A. Gaschen, Esquire	255 Main St., Pawt., RI 02860

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

April 1, 1988

Dated February 3, 1988, 19



STATE OF RHODE ISLAND } In the City
COUNTY OF PROVIDENCE } ~~TOWN~~ } of Pawtucket,

in said county this 3rd day of February, A.D. 1988

then personally appeared before me Francis A. Gaschen

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.

Francis A. Gaschen
Notary Public

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