

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Anthony J. Fontana of Warwick,
Merlyn A. De Conti of Cranston and Eileen E. Carney of Providence

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

VAUGHN CLEANSERS, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of dry cleaning and wet cleaning of clothes and other cloth fabric materials and the tailoring thereof. To own, buy, sell or lease and mortgage real estate necessary for the carrying on of said business.

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 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
_____ SIX HUNDRED _____ (600) shares
as follows, viz:— _____ SIX HUNDRED _____ (600) 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:—

EIGHTH: Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock held by him, except that at all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit, which right when exercised shall be termed cumulative voting.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate _____
Perpetual

(Further provisions not inconsistent with law)

SEVENTH No stockholder shall sell any of his Common Stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the president, treasurer or secretary of the corporation. The corporation through its directors shall have thirty (30) days after the date of the delivery ~~of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the directors shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph.~~ Transfers by way of pledge, attachment or other encumbrances are intended ~~to be included in the prohibitions of this paragraph.~~ "Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its directors, however, may waive all the foregoing provisions with respect to any particular transfer."

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 13th day of March, A. D. 19 59

NAME	RESIDENCE (No. Street, City or Town)
Anthony J. Fontana	222 Posters Ave., Warwick, R.I.
Merlyn A. De Conti	12 Hybrid Dr. Cranston R.I.
Eileen E. Carney	136 Ontario St. Providence R.I.

STATE OF RHODE ISLAND, }
COUNTY OF Providence } In the City of Providence
in said county this 13th day of March, A. D. 19 59
then personally appeared before me Anthony J. Fontana, Merlyn A. De Conti
Eileen E. Carney.

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.

Anthony J. Fontana
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

VADCHN CLEANSERS, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 13 1959 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 25937 Providence

March 13 1959

I Hereby Certify That *Vadchn Cleaners, Inc.*

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

Incorporation
W. J. ...
General Treasurer.