

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 Hodges Badge Company, 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.

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

To buy, make, sell and deal in badges, prizes, premiums, trophies, buttons, medals, and articles of adornment of every kind, whether for its own account or the account of others, and to do and perform any and all other business incidental thereto or connected therewith; and to do and perform any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned; and to transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act and to have all powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

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 _____

(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.)

or

(b) *If more than one class:* Total number of shares: as follows:

(State (A) the number of the 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.)

1,000 shares of Class A common stock, no par value.
5,000 shares of Class B common stock, no par value.

The total capital stock of the corporation shall be divided into the above two classes; namely, 1,000 shares of Class A Common without par value, and 5,000 shares of Class B Common without par value. Every holder of Class A Common stock shall have one vote for each share of such stock owned by him. The Class A Common stock shall have exclusive voting power except that Class B Common stock may be voted as a class where such vote is required by law. Each share of Class A Common stock shall have the same value as each share of Class B Common stock.

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

Any stockholder or stockholders, including the heirs, assigns, executors or administrators of a deceased stockholder, who shall desire to sell or transfer such stock owned by him or them shall first offer it to the corporation through the board of directors by notice in writing. The price to be paid for the stock shall be the book value without good-will as determined in accordance with usual accounting practice by the Certified Public Accountant who regularly audits the books of the corporation as at the date of notification by the stockholder, his assigns or anyone in his behalf if he is living, and if deceased, as at the date of his death. The directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days the corporation shall not have exercised the right so to purchase then the owner of the stock shall immediately offer the said stock for sale to the stockholders through the president or treasurer. The stockholders shall have thirty days from the date of mailing by the president or treasurer of such notice in which to apply for said stock. The stock shall then be sold and delivered for the price as heretofore determined, and in accordance with the application therefor, except that where the applications may exceed the number of shares offered, an apportionment shall be made pro tanto. If the stockholders, or any of them, at the expiration of such thirty days shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with but the board of directors may, in a particular instance, waive such requirement.

The executor or administrator of any deceased stockholder and grantee or assignee of any shares of stock sold on execution or obtained in any legal process shall, at the request of the corporation or any of the remaining stockholders, be obliged to offer his stock for sale to the corporation in the same manner as above provided. In the event of failure to do so by said stockholder, his heirs, assigns, executors or administrators, then such notification may be given in his behalf by any officer or stockholder of the corporation.

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

SEVENTH. The address of the initial registered office of the corporation is School House Lane, Portsmouth, Rhode Island 02871 (add Zip Code) and the name of its initial registered agent at such address is: F. James Hodges, Jr., 110 Sandy Point Avenue, Portsmouth, Rhode Island 02871

EIGHTH. The number of directors constituting the initial board of directors of the corporation is five (5) 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 §7-1.1-61 of the General Laws, 1958, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Frederick J. Hodges	4 High Street, Middletown, R. I. 02840
F. James Hodges, Jr.	110 Sandy Point Avenue Portsmouth, Rhode Island 02871
Anna M. Hodges	" " " "
Sheila H. Hodges	" " " "
Francis A. Roselli	107 Ferry Road, Barrington, R. I. 02806

NINTH. The name and address of each incorporator is:

Name	Address
Edward B. Corcoran	61 Long Wharf, Newport, R. I. 02840

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

Upon filing of Articles of Incorporation.

Dated April 13th, 1976

Edward B. Corcoran

CORCORAN, PECKHAM & HAYES
ATTORNEYS AND COUNSELLORS AT LAW
CORNER LONG WHARF & AMERICA'S CUP AVENUE
TELEPHONE 401-847-0872
NEWPORT, R. I. 02840

EDWARD J. CORCORAN
PATRICK O'N. HAYES
EDWARD B. CORCORAN
WILLIAM W. CORCORAN
ARTHUR W. MURPHY
JOSEPH T. HOULIHAN
KATHLEEN MANAGHAN
PATRICK O'N. HAYES, JR.
JAMES F. HYMAN

WILLIAM A. PECKHAM
1919-1963

April 14, 1976

Office of the Secretary of State
State House
Providence, Rhode Island 02903

Re: Hodges Badge Company, Inc.

Gentlemen:

We enclose herewith for filing Original and Duplicate Articles of Incorporation for the above corporation, together with check in the amount of \$110.00 in payment of the filing fee.

You will note that Hodges Badge Company, Inc., a Massachusetts corporation, has registered to do business in the State of Rhode Island. The Rhode Island corporation is being established for the purpose of merging the Massachusetts corporation with the Rhode Island corporation, and Articles of Merger will be filed shortly after completion of the Rhode Island incorporation to accomplish this purpose.

I am legal counsel for both corporations, and I trust that this letter will be sufficient authority for you to issue Articles of Incorporation for the Rhode Island corporation without the necessity of waiver or consent by the Massachusetts corporation.

Very truly yours,

Edward B. Corcoran

EBC:lcp
Enclosures

OK
LFC 4/22/76
merges papers prepared
to be filed within
a week per telephone
conversation with
Corcoran