

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION.

### (BUSINESS CORPORATION)

Know all Men by these Presents, That we, WILLIAM J. AYLES,  
ROBERT S. ALEXANDER, EDWARD A. MATERNE, CHARLES E. TUCKER,

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 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of  
WEST WARWICK SCREW PRODUCTS COMPANY, INC.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of buying, selling, manufacturing, fabricating and dealing  
in all kinds, forms and combinations of steel, iron or other metals,  
bakelite, plastics or either or any of them, and in the products of  
either of them, or in which steel, iron or other metals, bakelite  
and plastics form a substantial part, including tools, machinery,  
general supplies and specialties and to transact any and all  
business relating or incidental thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See Sec. 5, Chapter 248 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 said 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 these 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 these 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.

FOURTH. Said corporation shall be located in West Warwick, 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  
..... Five Hundred - - - - - (..... 500.....) shares,  
as follows, viz: - - - - - Five Hundred - - - - - (..... 500.....) 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: No stockholder shall have the right or power to pledge, sell or otherwise dispose of, except by will, any share or shares of the capital stock of this corporation without first offering the said share or shares of stock for sale to the corporation, in case it is proposed to pledge or otherwise dispose of the same, except by will. Such offer shall be made in writing, signed by such stockholder and sent by mail to the corporation in a postpaid wrapper to the post office address of the corporation, at its principal place of business, and such offer shall remain good for acceptance by the company for the period of thirty (30) days from the date of mailing such notice. These provisions shall be binding also upon any executor, administrator or legal representative of every stockholder, in case of the sale or pledging of any share or shares of stock by such executors, administrators or other legal representatives of any stockholder, and the provisions herein contained shall be embodied in, written, printed or stamped upon each certificate of stock already issued or which may hereafter be issued and thereupon shall be a part thereof binding upon each and every present or future owner or holder thereof, whether such stock shall be acquired by will or otherwise.

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

(Further provisions not inconsistent with law)

SEVENTH.....

EIGHTH.....

NINTH.....

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this twenty-third day of October, A. D. 1945.

NAME

RESIDENCE  
(No. Street, City or Town)

William J. Ayles	16 Lockoff Rd. Edgewood R.d.
Robert S. Alexander	116 Waterman Ave, E. Providence
Edward A. Materne	86 Grover Ave East Providence, R.I.
Charles E. Tucker	Putnam Ave Greenville R.I.

State of Rhode Island,

County of Providence }

In the City  
~~Providence~~

of Providence

in said county this twenty-third day of October, A. D. 1945,

then personally appeared before me WILLIAM J. AYLES, ROBERT S. ALEXANDER,  
EDWARD A. MATERNE and CHARLES E. TUCKER,

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.

*Frank H. Davis*

Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

WEST WARWICK SCREW PRODUCTS

COMPANY, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

OCT 23 1945

19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 11371 Providence, October 23, 1945 19

I Hereby Certify That West Warwick Screw Products Company, 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

*Thomas H. Hunsley*

General Treasurer.