

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we George D. Jastram, Charles M. Conklin, ~~Charles H. Conklin~~, George H. Conklin and Russell W. Conklin, of Sheffield, Massachusetts and Salisbury, Connecticut, 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 The Conklin Limestone Company, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of quarrying, crushing and processing limestone and all other minerals; digging, quarrying and removing limestone and manufacturing the same into all of its by-products, and to do all acts incident and necessary for the carrying, removing, marketing, shipping and preparing said limestone for market, and all acts of transportation incident and necessary for the carrying out of said business; constructing, maintaining and operating a private railroad, sidings, tramways, automobiles and trucks necessary and convenient for carrying out the aforesaid business.

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.

(City or Town)

(Or if capital stock is 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:—

(Further provisions not inconsistent with law);

SEVENTH The location of its principal office in this State is
Lincoln, Rhode Island, and the name of the agent or person in
charge thereof on whom process against it may be served is
Burton K. Harris, 650 River Road, Lincoln, Rhode Island.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 19th day of August, A. D. 19 46

NAME.

RESIDENCE.
(No. Street, City or Town)

Charles M. Conklin Ashley Falls, Shuffled, Mass
George D. Jastram West Stockbridge, Mass.
George H. Conklin Falls Village, Canaan, Conn.
Russell W. Conklin Ashley Falls, Mass.

CONNECTICUT

STATE OF ~~Massachusetts~~

COUNTY OF Litchfield

In the ~~City~~
Town

of North Canaan

in said county this 19th day of August, A. D. 19 46

then personally appeared before me George D. Jastram, Charles M. Conklin,
~~Charles H. Conklin~~, George H. Conklin and Russell W. Conklin,

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.

J. Clinton R. Orulovich
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

The Conklin Limestone Company,

Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

AUG 23 1946

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 12541

Providence, August 23, 19 46

I Hereby Certify That The Conklin Limestone Company, Inc.

has paid into the State Treasury a fee of
Twenty-Five and 00/100 Dollars for incorporation
in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

General Treasurer.