

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Arthur Falcone, Rose Vani
and Cecile Gulski

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 Annex Sheet Metal & Roofing Co., Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, selling, fabricating, jobbing and dealing in all kinds, forms and combinations of sheet metal, including kindred supplies and specialties; also to acquire by purchase or otherwise, and own, control and operate under letters patent, securing any invention or improvement, and any license or shop rights under any such letters patent necessary or useful in the prosecution of its business and to sell or grant licenses or shop rights thereunder to others, and to do all such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

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, and 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.

Said corporation shall be organized in **Providence** Rhode Island.

The **TOTAL** amount of the authorized capital stock of the corporation shall be **Five Hundred** Dollars, divided into **Five Hundred** shares, each of the par value of **One** Dollar.

The authorized capital stock shall be divided into the following classes, to-wit:

Class A, consisting of Two Hundred shares, each of the par value of One Dollar, which shall be known as Preferred stock, without any vote.	Two Hundred	200	shares of
Class B, consisting of Three Hundred shares, each of the par value of One Dollar, which shall be known as Common stock, with one vote for each share.	Three Hundred	300	shares of

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If capital stock is divided into two or more classes, Description of several classes of stock, including terms on which they are to be held, including rights of each, viz:

Sixth: No stockholder may sell or transfer any of his stock without first offering it to the other stockholder or stockholders proportionately to their holdings at the lowest price at which he is willing to sell, which price shall not be in excess of the book value of the stock as of the end of the month.

IN WITNESS WHEREOF, the undersigned, duly authorized, have hereunto set their hands and seals this _____ day of _____, 19____.

 President of the Corporation

SIXTH

EIGHT

NINE

...

In Testimony Whereof, We have hereunto set our hands and stated our residence
1949 8th day of February A. D. 1949

NAME

Arthur Falcone
Rose Yuni
Cecile Julski

RESIDENCE

1300 Charles St., Providence, R.I.
1000 15th St., Providence, R.I.

STATE OF RHODE ISLAND

CITY

In the

City of Providence

COUNTY OF Providence

~~1949~~

on and forth this 8th

day of

February

A. D. 1949

then personally appeared before me Arthur Falcone, Rose Yuni and Cecile Julski

and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument as their own and deed.

Richard [Signature]

Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ANNEX SHEET METAL & ROOFING

CO., INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 9 1949

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 15122 Providence, February 9, 1949

I hereby certify that Annex Sheet Metal & Roofing Co., 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

Payment of State

General Treasurer.

