

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we JOSEPH NOTARANTONIO,  
GAETANO NOTARANTONIO and FERDINANDO NOTARANTONIO

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, as amended.

SECOND. Said corporation shall be known by the name of  
J-G-F REALTY, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of engaging in the business of buying, selling, leasing, improving and otherwise dealing in real estate and fixtures incidental thereto; and in the construction and selling of housing accommodations and buildings either for itself or as agent or correspondent for others; and in the acceptance of mortgages on both real and personal property; and to acquire such trademarks and trade names as may be expedient in the conduct of its 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 North 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 ( 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. (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH. No stockholder of the corporation shall make sale of any of the stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock at the lowest price at which he is willing to sell before the

EIGHTH same shall be sold by him to any other party. The corporation shall exercise the right to purchase the stock so offered it within sixty (60) days from the date of the receipt of said offer, and if not accepted within said time, the stockholder shall be at liberty to make sale of the stock so offered to the

NINTH corporation in open market for not less than the price named by him. By unanimous consent of all the stockholders the holder of stock may be authorized and permitted to transfer the same to any other person or persons, and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 9<sup>th</sup> day of January, A. D. 1964

NAME	RESIDENCE (No. Street, City or Town)
Joseph Notarantonio	1707 Mineral Spring Ave., No. Prov., R.I.
Gaetano Notarantonio	209 Lexington Ave., North Prov., R.I.
Ferdinando Notarantonio	1400 Douglas Ave., North Prov., R. I.

STATE OF RHODE ISLAND, }  
COUNTY OF Providence } In the City of North Providence  
in said county this 9th day of January, A. D. 19 64  
then personally appeared before me JOSEPH NOTARANTONIO,

GAETANO NOTARANTONIO and FERDINANDO NOTARANTONIO

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.

*[Signature]*  
Notary Public

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(BUSINESS CORPORATION)

ORIGINAL  
ARTICLES OF ASSOCIATION OF

J-G-F REALTY, INC.

NEW-9-01 STATE 1964 \*\*\*\*\*5.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JAN 9 1964 19

State of Rhode Island and Providence Plantations  
OFFICE OF THE GENERAL TREASURER  
No 32702 Providence — Jan. 9, 19 64  
I Herby Certify That J-G-F Realty, Inc.  
has paid into the State Treasury a fee of  
Eighty Dollars for Incorporation  
in accordance with the provisions of 7-1-9, General Law.  
Raymond M. Murphy  
General Treasurer