

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we E. Stanley Moore, Willard S. Moore,
and Esther L. Moore, all of the Town of Coventry, County of Kent, and the
State of Rhode Island, and all

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

Moore's Motor Service, Inc.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, selling, and trading motor vehicles, automobile
accessories, and supplies, of doing motor vehicle repairs, and of doing
all things incidental to a general automobile sales, supply and repair
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, 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.

FOURTH. Said corporation shall be incorporated in **Coventry**, Rhode Island.

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be **None.**

SIXTH. The shares are as follows, viz:
Common stock in the amount of - shares of
dollars to be divided into - shares of
the par value of - dollars each, and
Preferred stock in the amount of - shares of
dollars to be divided into - shares of
the par value of - dollars each.
Or if capital is not set out, par value.

SEVENTH. The TOTAL number of shares of capital stock authorized, without par value, shall be
one hundred **100** shares.
as follows, viz: **one hundred** **100** shares of
Common stock, without par value, and
- shares of
Preferred stock, without par value.

EIGHTH. 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:

NINTH. If not perpetual, The term of duration of said corporation shall terminate
Perpetual.

TENTH. Further provides not inconsistent with law.

SEVENTH The stock without par value of said corporation may be issued by the corporation from time to time for such consideration consisting of cash, services, personal property, tangible or intangible, or real estate, as may be fixed from time to time by the board of directors of said corporation.

EIGHTH In case any stockholder desires to sell any of his stock in said corporation, the said Moore's Motor Service, Inc. shall have the right to purchase said stock at the lowest price at which said stockholder is willing to sell; provided, however, that in case any stockholder desires to sell any of his stock, he shall give a written notice of such desire to the corporation and shall disclose in such notice the lowest price at which he is willing to sell said stock, and said corporation shall, within thirty days after receipt of said notice, exercise its right to purchase or the right of preemption in such instance shall be lost.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this second day of May, A. D. 19 47.

NAME.

RESIDENCE.
(No. Street, City or Town)

E. Stanley Moore 11 Tancred Ave. Coventry, R.I.
Willard S. Moore Flat River Road Coventry R.I.
Esther L. Moore 11 Tancred Ave. Coventry R.I.

STATE OF RHODE ISLAND, } Gxxx }
COUNTY OF Kent, } In the Town of West Warwick
in said county this second day of May, A. D. 19 47
then personally appeared before me E. Stanley Moore, Willard S. Moore, and
Esther L. Moore,

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.

James W. Lighthouse

Notary Public.

(BUSINESS CORPORATION)
 ORIGINAL
 ARTICLES OF ASSOCIATION OF
 Moore's Motor Service, Inc.

RECEIVED
 MAY 1 1947
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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 13414

Providence, May 7, 1947

I hereby Certify That

Moore's Motor Service, Inc.

has paid into the State Treasury a fee of

Twenty-five (\$25.00) Dollars for

Incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

12-2-11/4-47

\$ 25.00

General Treasurer.