

State of Rhode Island and Providence Plantations.

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we... William H. Roland, William Whytock, and Charles R. Haelam

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... Roland and Whytock Company, Inc.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of... manufacturing, buying, selling and dealing generally in, jewelry-findings, screw machine products and metal specialties of all kinds and of carrying on any other business incidental or related to such business

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 paragraphs (a) to (k) inclusive contained, shall authorize said corporation to carry on the business of a bank, savings bank or trust company, or the business of trading in bonds, notes, or other evidences of indebtedness.

SEVENTH. The corporation shall have a lien on all shares of its common stock held by any stockholder for any indebtedness of such stockholder due to the corporation, enforceable in such manner as the by-laws shall provide.

EIGHTH. In the event of a contemplated sale by any stockholder of any of the common stock of the corporation such stockholder shall first offer it to the corporation at the lowest price at which said stockholder is willing to sell such stock to any other person, and the corporation shall have 30 days within which to exercise this right of purchase, before such stock shall be sold or transferred to any other person.

NINTH. The capital stock of the corporation shall be issued 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.

In Testimony Whereof, We have hereunto set our hands and stated our residence this 17th day of April, A. D. 1925

NAME	RESIDENCE
William H. Poland	503 Pawtucket Ave. Pawtucket, R.I.
William H. Lytack	43 Constock Ave. Providence R.I.
Charles C. Haslam	132 Everett Ave. Providence R.I.

State of Rhode Island, County of Providence } In the City of Providence }
Town

in said county this 17th day of April, A. D. 1925

then personally appeared before me William H. Poland, William H. Lytack and Charles C. Haslam

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.

Ewing J. Arnold

Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

Roland and Whytock

Company, Inc.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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State of Rhode Island and Providence Plantations

A 1813 OFFICE OF THE GENERAL TREASURER

Providence, April 20, 1925

I hereby Certify That Roland and Whytock Company, Inc.

has paid into the State Treasury a fee of
Twenty-five 00/100 - - - - - Dollars for
Incorporation Laws, 1925
Chapter 248, General Laws, 1925
in accordance with the provisions of Chapter 1813, Rhode Island General Session, 1920.

\$ 25.00

Richard W. Bennett
General Treasurer