State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents. That we J. RAYMOND MANDEVILLE, ROLAND J. MANDEVILLE and BERTRAND L. MANDEVILLE

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 MANDEVILLE REALTY CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of acquiring, by purchase or lease, or otherwise, lands and interests in land, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the corporation.

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 PAWTUCKET (City or Town), Rhode Island.

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 EIGHT HUNDRED (800) shares
as follows, viz:— EIGHT HUNDRED (800) shares of
Common stock, without par value; and
NONE (..........) 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 The Corporation shall have a lien on all shares of stockholders for any indebtedness due the Corporation in such manner as the By-Laws shall provide.

EIGHTH In case of the contemplated sale of the stock of the Corporation by any stockholder, the Corporation shall have the right to purchase such stock to be sold at the lowest price at which said stockholder is willing to sell. Any stockholder before making sale of his stock in this Corporation shall give the Corporation thirty)30) days written notice of his intention to sell, stating there-

in the lowest price at which he is willing to sell. At any time within thirty (30) days after such notice the Corporation shall have the right to purchase said stock at such lowest price before the same may be sold to any other party.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of December, A. D. 1968

NAME	RESIDENCE (No. Street, City or Town)
J. Raymond Mandeville	143 Tremont St., Central Falls, R. I.
Roland J. Mandeville	2 View Street, Lincoln, R. I.
Bertrand Mandeville	17 Oakwood Avenue, Lincoln, R. I.

STATE OF RHODE ISLAND, COUNTY OF PROVIDENCE } In the City ~~Town~~ of PROVIDENCE

in said county this 31st day of December, A. D. 1968 then personally appeared before me J. Raymond Mandeville, Roland J. Mandeville and Bertrand L. Mandeville

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.

Florence G. Roy
Notary Public

(BUSINESS CORPORATION)

43

ORIGINAL

ARTICLES OF ASSOCIATION OF

MANDEVILLE REALTY

CORPORATION

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN 7 1969

19

Jmm

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 40062 *Providence* January 7, 19 69

I Hereby Certify *That* MANDEVILLE REALTY CORPORATION

has paid into the State Treasury a fee of

Eighty *Dollars for* Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawksley

General Treasurer.