

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BRISTOL YARN CORPORATION**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is BRISTOL YARN CORPORATION

SECOND: The shareholders of the corporation on June 8, 1987, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Amendments Attached Hereto

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,050; and the number of shares entitled to vote thereon was 50

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 50; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

See amendment to Article Fifth

Dated June 8, 19 87

BRISTOL YARN CORPORATION

By [Signature]
Its President
and Vivian Korian
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said county on this 8th day of June, 1988, personally appeared before me Gordon Karian, who, being by me first duly sworn, declared that he is the President of BRISTOL YARN CORPORATION

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Charles H. Brown
Notary Public

(NOTARIAL SEAL)

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Handwritten signature

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RESOLVED: That Article Fifth of the Articles of Association of the Corporation be amended in its entirety to read as follows:

FIFTH: The total amount of authorized capital stock of the Corporation with par value shall be ~~Two Hundred Ten Thousand~~ Seven Hundred Fifty (\$210,750) Dollars as follows, viz: Class A Common Stock in the amount of Seven Hundred Fifty (\$750) Dollars to be divided into Seven Hundred Fifty (750) shares of the par value of \$1.00 per share and Class C Common Stock in the amount of Two Hundred Ten Thousand (\$210,000) Dollars, to be divided into Five Hundred (500) shares of the par value of Four Hundred Twenty (\$420) Dollars per share.

The total number of shares of authorized capital stock without par value shall be Seven Hundred Fifty (750) shares of Class B Common Stock, without par value.

DESCRIPTION OF CLASSES OF STOCK

I. DIVIDENDS

The holders of the Class C Common Stock shall be entitled to receive, when and as declared by the Corporation, but only out of funds legally available for the payment of dividends, noncumulative cash dividends at the annual rate of Twenty-nine and forty one-hundredths (\$29.40) Dollars per share and no more, and the Corporation in its discretion in any year which such dividends on the Class C Common Stock have been declared may declare additional dividends with respect to the Class A Common Stock, the Class B Common Stock and the Class C Common Stock, provided that the same amount of additional dividends shall be declared with respect to each share of each such class

of stock which is issued and outstanding at the time of such declaration.

So long as any shares of Class C Common Stock are outstanding, no dividend whether in cash, stock or otherwise, shall be declared or paid, and no distribution made, on any other class of Common Stock, nor shall shares of any other class of Common Stock be acquired for a consideration by the Corporation or by any Subsidiary unless all current and accrued dividends which have been declared with respect to the Class C Common Stock shall have been paid or a sum for the payment thereof set apart. The term "Subsidiary" as used herein shall mean any corporation of which the Corporation and/or one or more of its subsidiaries own, directly or indirectly, more than 50% of the outstanding stock having by its terms ordinary voting power to elect a majority of the Board of Directors of such corporation irrespective of whether or not at the time stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency.

11. VOTING RIGHTS

So long as any shares of Class A Common Stock remain issued and outstanding, the Class A Common Stock shall be the sole voting stock of the Corporation and each share of such stock shall entitle the holder thereof to one vote at all meetings of the stockholder. In the event all of the issued and outstanding shares of Class A Common Stock are redeemed by the Corporation, the Class C Common Stock shall become the sole

voting stock of the Corporation and following such redemption each share of such stock shall entitle the holder thereof to one vote at all meetings of the stockholders.

III. LIQUIDATION

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Common Stock then outstanding shall be entitled to receive out of the net assets of the Corporation remaining after the payments to creditors, an amount equal to \$1 per share plus the amount, computed without interest, of the current and accrued dividends declared with respect to such shares which remain unpaid as of the date of such liquidation, dissolution or winding up of the Corporation. Following the payment of such amounts to the holders of the Class A Common Stock, the holders of the Class C Common Stock then outstanding shall be entitled to receive out of the remaining assets of the Corporation an amount equal to the greater of (a) twenty-five (25%) percent of the net value of the remaining assets or (b) Four hundred twenty (\$420) Dollars per share, plus the amount, computed without interest, of the current and accrued dividends on such shares which have been declared but remain unpaid as of the date of such liquidation, dissolution or winding up of the Corporation. After the holders of the Class A Common Stock and the Class C Common Stock shall have been paid in full the amounts to which they shall be entitled or an amount sufficient to pay the aggregate amount to which the holders of such stock

shall be entitled shall have been set apart as a fund for the benefit of the holders of such stock, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Class B Common Stock.

IV. REDEMPTION

In the event that any holder of the Class A Common Stock, the Class B Common Stock or the Class C Common Stock at any time shall desire to sell all or any portion of his holdings of such stock and shall have received a bona fide offer to purchase all or any portion of such stock, such holder shall give written notice to the Corporation advising it of his desire to sell such stock. This notice shall be addressed to the President of the Corporation and delivered to the offices of the Corporation and shall include the number of shares of each class of stock such holder intends to sell or otherwise dispose of, the offered price, the prospective purchaser or purchasers, and the anticipated terms and conditions of such sale. During the sixty (60) day period following receipt of such notice, the Corporation in its sole discretion shall have the right to redeem in the aggregate not less than the total number of shares covered by such notice for an amount equal to the offered price and on the same terms and conditions as are contained in such notice. If the Corporation has not exercised its right to redeem all the stock covered by the notice within such sixty (60) day period, the holder of such stock may sell all but not less than all of the shares covered by the notice,

at the offered price, to such person or persons and under the terms and conditions contained in the notice, within sixty (60) days after (a) expiration of the Corporation's sixty (60) day notice period for consideration of the offer or (b) the Corporation's rejection of the offer, whichever is earlier.

All capital stock redeemed or otherwise acquired by the
Corporation shall be cancelled and not reissued.