

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we THOMAS L. MARCACCIO,
THOMAS L. MARCACCIO, JR., and EDWARD J. MARCACCIO,

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

LUCA MUSIC STUDIOS, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of : To manufacture, construct, repair, own, buy, lease, acquire, sell, and otherwise dispose of all types of musical instruments, including electrical instruments, parts, supplies and devices, and all other kinds of merchandise of every kind and nature which may be necessary or incidental to the foregoing; to finish and re-finish all types of musical instruments, cabinets and furniture; to provide instructions and conduct lessons for students of all types of musical instruments; also to guarantee the payment of obligations of other corporations and to become surety on bonds of and for other corporations; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

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
-----FIVE HUNDRED----- (500) shares
as follows, viz:-----FIVE 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:—

Said shares of stock shall be issued subject to the
provision that if the stockholder desires to sell or dispose
of his stock or other interest in the corporation, he shall
first offer the same for sale to the corporation and give the
corporation an option to buy the same within a specified time,
before offering said stock to any other person, firm or
corporation, or placing it on the market, the time and condi-
tions to be fixed by the By-Laws of the Corporation.

SIXTH. (If not perpetual) The period of duration of said corporation shall termi-
nate THIS CORPORATION SHALL BE PERPETUAL.

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 18TH day of September, A. D. 19 64.

NAME :

RESIDENCE
(No. Street, City or Town)

<i>Thomas L. Marcaccio</i>	71 Betsey Williams Drive, Providence, R. I.
<i>Thomas L. Marcaccio</i>	507 Namquid Drive, Warwick, R. I.
<i>Edward J. Marcaccio</i>	84 Merchant Street, North Providence, R. I.

STATE OF RHODE ISLAND, }

In the City of
Providence

of Providence;

COUNTY OF PROVIDENCE }

Town

in said county this 17th day of September, A. D. 19 64,

then personally appeared before me THOMAS L. MARCACCIO, THOMAS L. MARCACCIO, JR.
and EDWARD J. MARCACCIO.

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.

Agnes J. Bruno
Notary Public

XX 9271-95
(BUSINESS CORPORATION)

ORIGINAL
ARTICLES OF ASSOCIATION OF
LUCA MUSIC STUDIOS, INC.

SEP 22 64 STATE 442 CJ*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
SEP 22 1964 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Providence

Sept 22 1964

I hereby certify That Luca Music Studios, Inc.

has paid into the State Treasury a fee of \$442.00 Dollars for

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

Raymond H. Murphy
General Treasurer

No 33689

SEP 22 1964