

State of Rhode Island and Providence Plantations

1907, Vol. 1, p. 1

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we... Joseph V. Tally, Sarah T. Tally
and Catharine A. Tally

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.....
JOSEPH V. TALLY, INC.

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of buying, selling and otherwise dealing in church goods, candles, religious articles and clothing and books of all kinds and descriptions and operating a travel agency and to do all things necessary or incidental to the conduct of 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 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 located in 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:—

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate Perpetual.

(Further provisions not inconsistent with law)

SEVENTH. The said common stock without par value of this 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.

EIGHTH. No shareholder shall transfer any of his or her stock without first offering the same to the corporation at the lowest price at which he or she is willing to dispose of the same

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this day of June, A. D. 19 38

NAME	RESIDENCE (No. Street, City or Town)
Joseph V. Tally	5 Observatory Ave North Providence R.I.
Sarah T. Tally	161 Vinton St Prov R.I.
Catherine A. Tally	28 Vernon St Prov R.I.

State of Rhode Island, }
County of Providence } In the City of Providence }
in said county this 22nd day of June, A. D. 1938
then personally appeared before me Joseph V. Tally, Sarah T. Tally and Catherine A. Tally

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.

Francis P. Reynolds
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

JOSEPH V. TALLY, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

JUN 23 1938

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State of Rhode Island and Providence Plantations

A 8259 OFFICE OF THE GENERAL TREASURER

Providence, June 23, 1938. 19

I Hereby Certify That Joseph V. Tally, Inc.

has paid into the State Treasury a fee of

Twenty five - - - - - Dollars for incorporation

in accordance with the provisions of Chapter 248, General Laws, and all acts in amendment thereof.

\$ 25.00

Henri A. Roberts

General Treasurer