

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William C. Waring, Jr., of the City and County of Providence, Frederick Lippitt, of said City and County, and Edward F. Hindle of Cranston, all of the State of Rhode Island, 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 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

O'DONNELL'S, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, selling, manufacturing and dealing in clothing, headwear, footwear, gloves and wearing apparel and accessories of any and every kind, whether ready made or custom made, for men, women and children, at wholesale or retail.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 5, Chapter 116 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 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 paragraph (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

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
- - - - - ONE HUNDRED - - - - - (-100-) shares,
as follows, viz:— - - ONE HUNDRED - - - - - (-100-) 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: The stock without par value of the corporation may 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, to such persons, firms, corporations or associations
and upon such terms not inconsistent with law as the Board of
Directors may in their discretion determine.

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(Further provisions not inconsistent with law)

SEVENTH Said corporation shall have the right, in case of the sale of shares of stock by any Stockholder, to purchase said shares at the lowest price at which said Stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase ~~within~~ chase within fifteen (15) days after the Stockholder shall have notified it in writing of his desire to sell said shares and the price at which he is willing to sell, and, if the corporation shall decide to purchase said shares such Stockholder shall, upon tender of the purchase price thereof, transfer to the corporation ~~the~~ the shares so sold, and, if the corporation shall not elect to purchase said shares within the said fifteen (15) days, then such Stockholder may, at any time within thirty (30) days after the expiration of said fifteen (15) days, sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 30th day of April, A. D. 1948.

NAME.	RESIDENCE. (No. Street, City or Town)
William C. Waring, Jr.	134 Elton St., Providence, R.I.
Frederick Lippitt	108 Prospect St. Providence R.I.
Edward F. Hindle	75 Friendly Rd., Cranston, R.I.

STATE OF RHODE ISLAND, } In the City of Providence
COUNTY OF PROVIDENCE }
in said county this 30th day of April, A. D. 1948,
then personally appeared before me WILLIAM C. WARING, JR., FREDERICK
LIPPITT and EDWARD F. HINDLE,

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.

John L. Clark
Notary Public.
My Commission Expires
June 30, 1951

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

O'DONNELL'S, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE.

APR 30, 1948

APR 30 1948



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 14418

Providence, April 30, 1948

I Hereby Certify That O'Donnell's, Inc.

has paid into the State Treasury a fee of

Twenty-Five-----Dollars for Incorporation

in accordance with the provisions of Chapter 116, General Laws of 1938.

\$ 25.00

General Treasurer.

AUTHORIZATION

This is to certify that the undersigned, O'DONNELL & CO., INC. consents to the use of the name "O'DONNELL'S, INC." by a Rhode Island corporation to be formed pursuant to Chapter 116 of the General Laws of 1938.

O'DONNELL & CO., INC.

April 30, 1948

By

John J. O'Donnell
Treas.

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

RECEIVED AND FILED APR 30 1948

DEPARTMENT OF
OFFICE OF
SECRETARY OF P. I.
PROVIDENCE, R. I.

RECEIVED AND FILED APR 30 1948