

Filing fee: \$20.00

**RESTATED ARTICLES OF INCORPORATION
OF**

ROGER WILLIAMS GROCERY COMPANY

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is Roger Williams Grocery Company.
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended)

SECOND: The period of its duration is Perpetual

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

Manufacturing, purchasing or otherwise acquiring, merchandising, distributing or otherwise disposing of, or dealing in goods, wares and property of every class and description, and in particular, groceries, canned goods and food products; carrying on the business of general merchants; and engaging in all transactions and performing all acts necessary, incident and/or convenient to any of the foregoing purposes; and for the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Rhode Island Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation has authority to issue is 6,000 shares of Common Stock without par value

Note: If the authorized shares consist of one class only, insert a statement of the par value of such shares or a statement that all of such shares are without par value.

If the authorized shares are divided into classes, insert a statement of the number of shares of each class, a statement of the par value of the shares of each such class or that such shares are without par value, and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

If the authorized shares of any preferred or special class are issuable in series, insert a statement of the designation of each series, a statement of the variations in the relative rights and preferences as between series in so far as the same are fixed in the articles of incorporation and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

Said Common Stock shall be divided into

- A. 1500 shares of Class A Common Stock without par value;
- B. 4500 shares of Class B Common Stock without par value.

Except as hereinafter otherwise specifically set forth, each share of Class A Common Stock and each share of Class B Common Stock shall entitle the holders thereof to equal rights, benefits and privileges, and in the event of any liquidation or dissolution of the corporation, all of the remaining assets and funds of the corporation, after payment of all debts and liabilities, shall be divided equally among all of the Shareholders, without any distinction whatever as to Class A Common Stock or Class B Common Stock. In the event of the declaration of any dividends, such dividends shall be payable equally to all Shareholders, without any distinction whatever as to Class A Common Stock or Class B Common Stock.

Notwithstanding the foregoing provision hereof, except as otherwise specifically required by law, all voting rights shall be vested exclusively in Class A Common Stock and Class B Common Stock shall not be entitled to any voting rights.

Forthwith upon the adoption hereof the President and Treasurer of the Corporation shall cause one (1) share of Class A Common Stock without par value and three (3) share of Class B Common Stock without par value to be issued in exchange for each share of Common Stock without par value heretofore issued and outstanding upon the

~~FIFTH: Existing provisions limiting or denying to shareholders the presumptive right to acquire additional or treasury shares of the corporation are:~~

surrender of certificates of Common Stock without par value heretofore issued and outstanding, which said stock certificates are to be cancelled as of the effective date of this Amendment.

FIFTH: The Restated Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation as heretofore amended, with the following changes:

- 1) The renumbering of Articles to correspond with those contained in the form of Articles of Incorporation prepared and distributed by the Office of the Secretary of State, pursuant to the provisions of the Rhode Island Business Corporation Act.
- 2) The designation of the Corporation (in Article FIRST) as a close corporation.
- 3) The Amendment to Article THIRD setting forth the purposes of the corporation.
- 4) The Amendment to Article FOURTH providing for the division of Common Stock into two (2) classes, as hereinabove set forth.

and supersede the Original Articles of Incorporation and all Amendments thereto.

~~SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:~~

The Shareholders of the corporation on June 30, 1972, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the foregoing Restated Articles of Incorporation of ROGER WILLIAMS GROCERY COMPANY, including the Amendments hereinabove described.

The number of shares of the corporation outstanding at the time of the adoption hereof was 1500; and the number of shares entitled to vote thereon was 1500.

The number of shares voted for the Restated Articles of Incorporation (including the above-described Amendments) was 1500; and the number of shares voted against such amendment was None.

The manner in which the above-described Amendments effect a change in the amount of stated capital, and the amount of stated capital as changed by such Amendments, are as follows: No change.

~~SEVENTH: The restated articles of incorporation hereby set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.~~

Dated June 30, 1972.

ROGER WILLIAMS GROCERY COMPANY

By *Raymond Laurans*
Its President

and *S. M. Laurans*
Its Asst Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At CUMBERLAND in said county on this 30th day of
June, 1972, personally appeared before me RAYMOND
LAURANS, who, being by me first duly sworn, declared that he is the
President of ROGER WILLIAMS GROCERY COMPANY

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

[Signature]
Notary Public
[Signature]

(NOTARIAL SEAL)

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AP/James
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