

52158

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Jacob S. Temkin, Samuel Temkin and William G. Laurans,

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 ROGER WILLIAMS WHOLESALE GROCERY COMPANY

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of 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 mercantiles; and engaging in all transactions incidental or akin thereto.

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.



SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences  
this 27th day of February, A. D. 1945

NAME.	RESIDENCE. (No. Street, City or Town)
<i>Samuel Temkin</i>	<i>97 Emeline St. Providence R.I.</i>
<i>Jacob S. Temkin</i>	<i>154 Prapert Street Providence R.I.</i>
<i>William G. Laurans</i>	<i>11 Wobleside Terrace New Bedford Mass</i>

STATE OF RHODE ISLAND, } In the City of Providence  
COUNTY OF Providence }  
in said county this 27th day of February, A. D. 1945  
then personally appeared before me Samuel Temkin, Jacob S. Temkin and  
William G. Laurans,

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.

*George C. McCarthy*  
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ROGER WILLIAMS WHOLESALE  
GROCERY COMPANY

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

FEB 28 1945

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 11007 Providence, February 28, 1945.

I Hereby Certify That Roger Williams Wholesale Grocery Company

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

*Thomas H. Huntley*  
General Treasurer.