State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, Walter F. Gibbons of the City of Warwick, County of Kent, State of Rhode Island, Dorothy E. O'Neil of the City of Providence, County of Providence, State of Rhode Island, and R. Elizabeth Miller of the Town of Barrington, County of Bristol, 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

WISMAR, INCORPORATED

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the following purposes:

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;

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 Four Hundred--(--400----) shares as follows, viz:— Four Hundred-----------------------(---400---) 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 ....

(Further provisions not inconsistent with law)

SEVENTH No holder of any of the common stock of the corporation shall transfer any of such stock without first offering the same to the corporation t the lowest price at which he is willing to dispose of the same, said offer to e in writing and to include a true statement of the names and addresses of the ransferee or transferees to whom said stockholder intends to transfer his stock f his said offer is not accepted by the corporation as hereinafter provided. aid offer and statement shall be addressed and delivered to the Secretary of he corporation, or in case the stockholder making such offer be the Secretary hen to the President; and the Secretary or the President, as the case may be, hall thereupon call or cause to be called a special meeting of the holders of he stock of the corporation then outstanding and entitled to vote, to be eld within ten (10) days after the receipt of said offer, for the purpose of aking action with respect to the same. The corporation, through the holders f the stock then outstanding and entitled to vote, shall have ten (10) days fter the time fixed for the holding of such special meeting of the stock-olders to accept or reject said offer, and until action thereon shall be aken or until the expiration of said ten (10) days, whichever shall first ccur, no transfer of any of his common stock shall be made by the stockholder ubmitting the offer, but if the stockholders shall reject said offer, or if o action shall be taken by them prior to the expiration of said ten (10) days uch stockholder may then transfer the same at not less than said rice to any transferee or transferees described in said statement at any time ithin six (6) months after the expiration of said ten (10) days but not other-ise or thereafter without again complying with the provisions of this paragraph. ll transfers of the common stock of the corporation (except transfers upon the eath of a stockholder from his estate or his next of kin or to the legatee or egatees named in his will) are intended to be included in the prohibitions of his paragraph, including, but without limiting the generality of the foregoing, transfer by virtue of a pledge, attachment or other encumbrance. Any transfer ontrary to the foregoing provisions shall be void. The corporation by unanimous esolution of the holders of its stock then outstanding and entitled to vote dopted at a meeting of such stockholders duly held for that purpose may waive he provisions of this article with respect to any particular transfer.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 25th day of November, A. D. 1957.

NAME.	RESIDENCE. (No. Street, City or Town)
Walter F. Gibbons	28 Narragansett Bay Ave., Warwick Neck, R.I.
Dorothy E. O'Neil	525 Cranston Street, Providence, R.I.
R. Elizabeth Miller	7 Stratford Road, Barrington, R.I.

STATE OF RHODE ISLAND, COUNTY OF Providence } In the City ~~Town~~ } of Providence,

in said county this 25th day of November, A. D. 1957,

then personally appeared before me Walter F. Gibbons, Dorothy E. O'Neil, and R. Elizabeth Miller,

each and all known to me and known by me to be the parties executing the foregoing

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

WISMAR, INCORPORATED

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

NOV 26 1957 19

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 24107 Providence November 26 1957

I Hereby Certify That Wismar, Incorporated

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

Raymond H. Hawksley
General Treasurer

(1) To design, fabricate, make, manufacture, produce, develop and buy, sell, import, export and generally deal in, either at wholesale or retail, all forms of boxes, packages and containers of every kind or description, whether made of metal, wood, alloys, fibers, paper, plastic or any other material or synthetic material or element, and all materials, supplies, machinery, equipment, apparatus and devices of any kind or character used or useful in connection with the same;

(2) To acquire, hold, lease, mortgage, sell or otherwise dispose of real estate, improved or unimproved, in this state or in any other state in the United States, and to improve the same by erecting thereon such buildings and structures as may seem expedient or desirable;

(3) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations of this state or any other state, country, nation or government, or certificates of beneficial interest in any joint stock company, investment trust or unincorporated association, and while owner of said stock or certificates of beneficial interest to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(4) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness of any other corporation or corporations of this state or any other state, country, nation or government, or any bonds, securities, or evidences of indebtedness of any joint stock company, investment trust or unincorporated association;

(5) To acquire, hold, manage, build, improve, lease, mortgage, sell, transfer and convey real estate, chattle interests in realty, leasehold estates and any and all other interests in real estate; to take the care and management of estates, collect rents and act as agents and attorneys therein; to loan and otherwise invest its capital and moneys, and to invest its funds in real estate mortgages, stocks, debentures, bonds, notes and other obligations; and to transact business as agents for insurance companies and surety companies, and to act as insurance brokers, so far as permitted by law so to do and subject to the requirements, duties and liabilities imposed by law upon agents and brokers;

(6) To loan its own money, to act as agent or broker in procuring money for loans, to endorse, guarantee the payment of, buy, sell and otherwise deal in notes, open accounts and other similar evidences of debt;

(7) To manufacture, buy, sell, import, export or otherwise deal in goods, wares and merchandise and real and personal property of every class and description as they relate to the purposes set forth above;

(8) To manufacture, buy, sell, import, export or otherwise deal in at wholesale and/or retail goods, wares and merchandise and real and personal property of every class and description whether of the same or different nature than those described in subdivisions (1), (2), (3), (4), (5), (6), and (7) of this Article, in so far as necessary or convenient for the purposes set forth above;

(9) To carry on the business of commission agents, general merchants, importers and exporters of all kinds of merchandise;

(10) To own, operate, buy, lease, sell and otherwise deal in lands, hotels, warehouses, factories, business and office buildings and any and all interest in real estate;

(11) To transact any of the foregoing businesses, either as principles, factors, or agents, on commission or otherwise;

(12) To borrow money and issue its bonds, notes, debentures, or other evidences of indebtedness, and to secure the same by mortgage or mortgages, pledge or pledges, of any or all of its property;

(13) To loan money to, to act as guarantor for or as surety on the bonds, notes, debentures or other evidences of indebtedness created by, or guarantee dividends on or a certain amount per share in liquidation of the capital stock of, or otherwise assist financially or in any other manner any corporation, joint stock company, partnership, trust or association, any stock, bonds, notes, debentures or other obligations or securities of which may be owned by this corporation or in which this corporation has a financial interest;

(14) To transact any other business or thing, and do all or any acts or things which may lawfully be and which usually are or can be conveniently carried on or done by persons carrying on any of the foregoing businesses or undertakings, or which are calculated directly or indirectly to enhance the value of or render profitable any of the corporation's business property or rights, or which may be necessary, suitable, proper or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, or which are incidental or appurtenant to or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof, so far as permitted by law so to do.