

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is BRISTOL COUNTY PET & FARM
SUPPLY, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) _____

THIRD. The purpose or purposes for which the corporation is organized are:

To buy and sell at wholesale and retail all types of supplies and feeds pertaining to all types of pets, household and farm pets. To sell all types of garden supplies, plants and hardware along with all related articles.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares . 1,000. *no par val*
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

OR

- (b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Each shareholder must offer the corporate shares back to the corporation. The corporation has ninety (90) days in which to purchase the shares.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is
119 Mulberry Road, Bristol, Rhode Island 02809 (add Zip Code)
and the name of its initial registered agent at such address is:
Louis B. Abilheira

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Roger Blank, President & Treasurer	119 Mulberry Road, Bristol, RI
Theresa Blank, Assistant Treasurer & Secretary	" "

NINTH. The name and address of each incorporator is:

Name	Address
Louis B. Abilheira	1052 Main Street, Warren, RI 02885

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon the filing of the Articles of Incorporation

Dated March 16, 1981


Louis B. Abilheira

STATE OF RHODE ISLAND

COUNTY OF ~~BRISTOL~~ *Prov.*

} In the ~~Town~~ *City* }

of ~~WARREN~~ *Pro.*

in said county this *16th* day of *March*, A.D. 19 *81*

then personally appeared before me *Louis B. Abilheira*

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.

Rachel E. Calogian
Notary Public

2.1.2

MAR 16 1981 *JW*

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ROBERT F. BURNS
SECRETARY OF STATE



State of Rhode Island and Providence Plantations
DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
PROVIDENCE

September, 9, 1982

GENTLEMEN:

You are hereby notified that the Certificate of Incorporation of
BRISTOL COUNTY PET & FARM SUPPLY, INC.
will be revoked after sixty (60) days from the date of this notice
for the reason(s) checked below:

- (X) Failure to file Annual Report(s) for the year(s) 1982
; Filing fee \$15.00 each.
- () Failure to appoint and maintain a Registered Agent in this
state; filing fee \$10.00.
- () Failure to file a Statement of Change of Registered Agent or
Registered Office, or both; filing fee \$10.00.
- () Failure to file any Amendment or any Articles of Merger as
prescribed by the Corporation Laws of Rhode Island.
- () Misrepresentation of facts on any application, report,
affidavit or other document submitted by such corporation.
- () Articles of incorporation procured through fraud.
- () Corporation has continued to exceed or abuse its authority.

This notice is given pursuant to the provisions of Section
7-1.1-87 of the General Laws.

Very truly yours,

FOR INFORMATION CALL

277-3040

Robert F. Burns
Secretary of State

7-1.1-87. Revocation of certificate of incorporation.—The certificate of incorporation of a corporation may be revoked by the secretary of state upon the conditions prescribed in this section when it is established that

- (a) The corporation procured its articles of incorporation through fraud; or
- (b) The corporation has continued to exceed or abuse the authority conferred upon it by law; or
- (c) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees, when they have become due and payable; or
- (d) The corporation has failed for thirty (30) days to appoint and maintain a registered agent in this state as required by this chapter; or
- (e) The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this chapter; or
- (f) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or
- (g) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this chapter.

No certificate of incorporation of a corporation shall be revoked by the secretary of state unless (1), he shall have given the corporation not less than sixty (60) days notice thereof by mail addressed to its registered office in this state, and (2), the corporation shall fail prior to revocation to file such annual report or pay such fees, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation.