

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we WILLIAM E. McCABE,  
MARY M. McGARRY and GUERRINO A. BROSCO

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

ORREALTY, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of buying, selling, holding and leasing real property of every kind and nature

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.

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  
Three Hundred ( 300 ) shares  
as follows, viz:— Three Hundred ( 300 ) shares of  
Common stock, without par value; and  
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 termi-  
nate

(Further provisions not inconsistent with law)

SEVENTH Said Company shall have a lien on all shares of its stockholders for assessments due from them or other indebtedness of said stockholders due to the corporation, enforceable in such manner as the By-Laws shall provide.

EIGHTH Said corporation shall have the right in case of the sale of its stock by any stockholder, to purchase said stock at the lowest price at which the stockholder is willing to sell, before the same shall be sold by such stockholder to any other party. Such right shall be exercised by the Company within fifteen days after the Company is notified in writing by such stockholder of his intention to sell said stock, which notice shall set forth the lowest price at which said stockholder is willing to sell said stock.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 6th day of January, A. D. 1960

NAME.

RESIDENCE.  
(No. Street, City or Town)

William E. McCabe 1005 Hope St Prov. R. I.  
Mary M. McGarry 302 E. Townsend St. Prov. R. I.  
Guerrino A. Brocco 155 S. Bella Ave. Prov. R. I.

STATE OF RHODE ISLAND, } City } of Providence  
COUNTY OF Providence } In the Town }  
in said county this day of January, A. D. 1960  
then personally appeared before me WILLIAM E. McCABE, MARY M. McGARRY  
and GUERRINO A. BROSCO

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.

Flaminio W. McGarry  
Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 27243 Providence Jan. 6, 19 60

I Hereby Certify That Orreality, Inc.

has paid into the State Treasury a fee of Twenty-five dollars  
twenty-five ..... Dollars for Incorporation  
in accordance with the provisions of 7-1-9, General Laws.

General Treasurer

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

ORREALTY, INC.

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

JAN - 6 1960 19