

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Mae A. Bagley,

Elphege J. Goulet, Helen M. Muir

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

Darlton Wood Works, Corp.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116)

for the purpose of

1. To manufacture iron, steel, copper, lumber, plastics, paper and other materials, and all or any articles consisting, or consisting of iron, steel, copper, wood, plastics, paper or other materials, and all or any products thereof.
2. To buy and sell, or otherwise to generally deal in iron, steel, copper, wood, lumber, plastics, paper and other materials, and any of the products thereof, and any articles consisting or partly consisting thereof.
3. To do any or all things set forth in this certificate as objects, purposes, powers or otherwise, to the same extent and as fully as natural persons might do.

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.

(OVER)

SEVENTH No shares of stock in this corporation shall be sold by any stockholder, his executors, administrators or assigns, unless the same shall first be offered, in writing, to the corporation at the lowest price which the stockholder is willing to receive therefor, and thirty (30) days shall be allowed the corporation in which to accept or decline the offer.

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this Seventeenth day of March, A. D. 19 55

NAME.	RESIDENCE. (No. Street, City or Town)
Mae A. Bagley	77 Knowles Street, Providence, R.I.
Elphege J. Goulet	West Wrentham Rd. Cumberland, R.I.
Helen M. Muir	49 Juniper Drive, Cranston, R.I.

STATE OF RHODE ISLAND, Providence }
 COUNTY OF Providence } In the City of Providence
 in said county this 17th day of March, A. D. 19 55
 then personally appeared before me Mae A. Bagley, Elphege J. Goulet,
 and Helen M. Muir

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.

Anthony E. Maun
 Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 20875 Providence March 22, 1955

I Hereby Certify That Darlton Wood Works, Corp.

has paid into the State Treasury a fee of Dollars for Incorporation

twenty-five in accordance with the provisions of Chapter 116, General Laws of 1939

\$ 25.00

Raymond H. Javolsky General Treasurer

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

DARLTON WOOD WORKS, CORP.

CUMBERLAND, R.I.



FILED IN THE OFFICE OF THE SECRETARY OF STATE.

MAR 22 1955

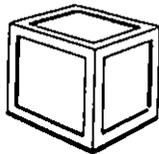
TELEPHONE: PAwtucket 3-0800

DARLTON WOOD WORKS

Incorporated

BIRD-FIBRE WOOD FRAME CASES
WOODEN SHIPPING CASES

BIRD FIBREBOARD DISTRIBUTORS



Office and Factory
MILL STREET
LONSDALE, RHODE ISLAND

March 2, 1955

Secretary of State
Providence, R.I.

Gentlemen:

At a special meeting of the stockholders of the Darlton Wood Works, Inc. held on March 2, 1955, it was unanimously

VOTED:

To allow the formation of a corporation bearing the name
of:

DARLTON WOOD WORKS CORP.

Attest:

Arthur J. Smith

Secretary