

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 ROGER R. HOULE, 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) Perpetual

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

To conduct a comprehensive auction business; to liquidate estates, personal and real property at public auction; to own and operate antique stores; to do any other work connected with or incidental to any of the matters aforesaid; to employ personnel in various categories; and to transact any and all lawful business of whatever nature for which corporations may be incorporated in the State of Rhode Island.

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 500 *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: a) No stockholders shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, and said offer is to be in writing and to include a statement of the names, and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal business place or shall be delivered personally to the president, treasurer or secretary of the corporation. The corporation shall have ninety (90) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said ninety (90) days whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the corporation shall reject said offer or if no action shall be taken by it prior to the expiration of said ninety (90) days, such stockholder may then sell said stock at no less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three months after the expiration of said ninety (90) days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph. "Any transfer contrary to the foregoing provisions shall be void." The corporation by resolution, however, may waive the foregoing provisions with respect to any particular transfer.

b.) A stockholder who wishes to sell, assign or otherwise dispose of his or her stock or any part thereof without having available a willing buyer outside of the corporation may do so by offering in writing to sell same to the corporation for a state price and allow the corporation not less than ninety (90) days from the date of such written offer within which to accept same.

c) Should the parties fail to agree with respect to any matter covered by a) or b) the question(s) in disagreement shall be submitted to the binding arbitration as provided by the by-laws.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation: In the event that in any business matter there shall be equal numbers of votes cast pro and contra resulting in a deadlock, the president of the corporation shall be entitled to an additional "tie-breaker" vote.

SEVENTH. The address of the initial registered office of the corporation is 212 Cottage Street, Pawtucket, Rhode Island 02860 (add Zip Code) and the name of its initial registered agent at such address is: James Murray, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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 R. Houle	129 Norfolk Avenue, Pawtucket, RI 02861
Paulette M. Houle	129 Norfolk Avenue, Pawtucket, RI 02861

NINTH. The name and address of each incorporator is:

Name	Address
Roger R. Houle	129 Norfolk Avenue, Pawtucket, RI 02861
Paulette M. Houle	129 Norfolk Avenue, Pawtucket, RI 02861

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

k Immediately upon filing

Dated October 2nd, 1979

Roger R. Houle
Paulette M. Houle

STATE OF RHODE ISLAND

COUNTY OF

PROVIDENCE

In the

City

Town

of

Pawtucket

in said county this

21st

day of

October

A.D. 19

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then personally appeared before me

Roger R. Hinkle

and Pinkette M. Hinkle

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.

James J. Jurek
Notary Public

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