

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Albert J. Hoban, William F. McMahon and Matthew E. Ward

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 Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

RACOR INVESTMENTS, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)

for the purpose of

Acquiring, by purchase, lease or otherwise, lands and interests in real estate with or without improvements, and owning, improving developing and managing any real estate so acquired and erecting or causing to be erected on any lands, owned, held, or occupied by the corporation buildings or other structures and rebuilding, enlarging, altering or improving such buildings or structures; buying, selling and dealing in real estate of every kind.

Said corporation is formed for the further purpose and shall have power and authority to borrow money, and to make and issue notes, bonds, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise; also to endorse, guarantee and secure the payment and satisfaction of the notes, bonds, debentures, obligations, and evidences of indebtedness of any person, corporation, firm or association and also to guarantee and secure the payment of interest on such notes, bonds, debentures, obligations and evidences of indebtedness and to assume the whole or any part of the liabilities, of any person, corporation, firm or association.

Said corporation is also formed for the purpose of manufacturing, buying, selling, and dealing in and engaging in, conducting and carrying on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.

provisionally 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)



SEVENTH

PRE-EMPTION

Before any holder of common stock in the corporation shall sell any of his common stock in the corporation, he shall first offer to sell his said common stock to the corporation. The corporation shall within thirty (30) days thereafter have the right ~~to~~ to purchase said stock at the book value thereof. In the event that the corporation shall fail to purchase or accept a pledge of said common stock as aforesaid, said holder shall thereafter offer to sell his stock to the other stockholders, who shall have the right to purchase said common stock in the proportion of their respective holdings, in the same manner as hereinabove prescribed for sale to the corporation. If the stockholders shall not accept said offer within (10) ten days after its submission to them (the common stockholders), then and only then shall the holder of common stock have the right to sell his holdings in this corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 13<sup>th</sup> day of April, A. D. 19 62

NAME	RESIDENCE (No. Street, City or Town)
<u>Albert J. Hoban</u>	101 Essex Road, North Kingstown
<u>William F. McMahon</u>	66 Dryden Ave., Pawtucket
<u>Matthew E. Ward</u>	545 Namquid Drive, Warwick

STATE OF RHODE ISLAND, }  
 COUNTY OF Providence } In the City of Providence  
 in said county this 13<sup>th</sup> day of April, A. D. 19 62  
 then personally appeared before me Albert J. Hoban, William F. McMahon  
and Matthew E. Ward

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.

William J. Roberts  
 Notary Public.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 30413

Providence April 13, 1962

I Hereby Certify That Racor Investments, Inc.

has paid into the State Treasury a fee of Eighty

eighty dollars Dollars for Incorporation

in accordance with the provisions of 7-19, General Laws.

General Treasurer

1441

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

RACOR INVESTMENTS, INC.

APR 13 62 11:06 AM \*\*\*\*\*5.00

FILED IN THE OFFICE OF THE SECRETARY OF STATE

APR 13 1962 19