I

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we CHARLES P. WILLIAMSON, CALVERT C. GROTON, and JOHN F. BRILL, all of the City and County of Providence, and State of Rhode Island, and

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 [redacted]

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

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 with 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~~ this corporation shall not 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)

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

(1) To manufacture, compound, mold, produce, purchase, sell, own, use, develop, experiment with, license and generally deal in and with materials commonly known as plastics and all other similar materials, products and by-products, and all articles composed in whole or in part of plastic materials and the machinery, equipment, supplies, molds and appliances used or useful in the manufacture, processing, production, packaging and marketing of any of the foregoing.

(2) To acquire, hold, use, sell, lease, assign or otherwise dispose of letters patent of the United States, or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, tradenames, and trademarks relating to or useful in connection with any business of the corporation.

(3) To own, operate, buy, lease, sell, exchange, mortgage, construct, improve, develop and otherwise deal in lands, manufacturing establishments, buildings and any and all interests in real estate and any and all personal and other property of any sort or description necessary or convenient in connection with the conduct of the business of the corporation.

(4) To acquire by purchase, lease or otherwise the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual, carrying on in whole or in part the aforesaid businesses, or any other business in whole or in part that the corporation may be authorized to carry on, and to undertake, guarantee and assume the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise, and to enter into any and all contracts incidental to or in furtherance of the foregoing purposes.

FOURTH. Said corporation shall be located in Barrington, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Eighty Th[illegible] ($80,000) dollars as follows, viz: Common stock in the amount of [illegible] and ($80,000) dollars to be divided into Eighty [illegible] (80,000) shares of the par value of one ($1.00) dollars each; and ~~Preferred stock in the amount of ($)~~ 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 ( ) shares as follows, viz:— ( ) shares of Common stock, without par value; and ( ) shares of 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 ~~terminate~~ be perpetual

(Further provisions not inconsistent with law)

SEVENTH Said corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty

~~EIGHTH~~ (30) days after the stockholder shall have notified it at its Rhode Island office in writing of his desire to sell said shares and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the

~~NINTH~~ shares so sold, and if the corporation shall not elect to purchase said shares within the said thirty (30) days, then such stockholder may, at any time within twenty (20) days after the expiration of said thirty (30) days, sell said shares to any other party but at not less than the price at which the same were offered to this corporation.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 21st day of July, A. D. 1961

NAME	RESIDENCE (No. Street, City or Town)
Charles P. Williamson (Charles P. Williamson)	130 Prospect Street Providence, Rhode Island
Calvert C. Groton (Calvert C. Groton)	22 Irving Avenue Providence, Rhode Island
John F. Brill (John F. Brill)	19 George Street Providence, Rhode Island

STATE OF RHODE ISLAND, COUNTY OF Providence } In the City ~~Town~~ of Providence

in said county this day of July, A. D. 1961

then personally appeared before me Charles P. Williamson, Calvert C. Groton, and John F. Brill

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.

John V Kean
Notary Public.

My Commission Expires
June 30, 1966

State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

№ 29422

Providence July 21 1961.

I Hereby Certify That Westfall-Chafee Laminates, Inc

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

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawksley
General Treasurer.

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(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

WESTFALL-CHAFEE LAMINATES, INC.

FILED IN THE OFFICE OF THE SECRETARY OF STATE

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