

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we..... Charles A. Dermody of East Providence, Rhode Island, George W. Foltz of Hingham, Massachusetts, and Raymond J. McMahon, Jr., of Pawtucket, Rhode Island 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.....

C. A. DERMODY CO.

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

for the purpose of..... Designing, erecting, installing and finishing ceilings with acoustical properties in any type or types of houses, factories or buildings; installing, erecting and selling roof decks, acoustical and sound-proofing installations and applications; conducting a building and contracting business for the purpose of building, erecting, altering or repairing all kinds of buildings and structures; designing, erecting, installing and selling industrial smoke stacks; engaging in the purchase, distribution, installation and sale of building specialties, acoustical materials, and general contractors' supplies of all kinds.

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 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)

FOURTH. Said corporation shall be located in East 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
SIX HUNDRED - - - - - (600) shares
as follows, viz:-- SIX HUNDRED- - - - - (600) 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

(Further provisions not inconsistent with law)

b b

SEVENTH: The Board of Directors of said corporation are hereby authorized to issue stock of the corporation without par value from time to time for such consideration, consisting of cash, services, personal property; tangible or intangible, or real estate, as the said Board of Directors by a majority vote shall so decide.

EIGHTH: The corporation shall have a first lien on the shares of common stock of its members and upon all dividends due them for any indebtedness by such members to the corporation, enforceable in such manner as their by-laws shall provide.

NINTH: The corporation shall have a right in the event that a stockholder decides to encumber or otherwise dispose of his stock, or in the event of the death of a stockholder, to purchase said stock at its fair market value as determined by a formula agreement filed with the corporate records; provided, however, said right of purchase shall be exercised within a period of thirty (30) days from the time of a written notice to the Secretary of the stockholder's intention or within thirty (30) days of a stockholder's death.

TENTH: The certificates of stock shall contain a provision substantially as follows: "This certificate is issued subject to the rights of the corporation to a lien thereon for all assessments due from and indebtedness of the holder thereof to the corporation and also the right to preemption."

In Testimony Whereof, We have hereunto set our hands and stated our residences this 7th day of December, A. D. 1959

NAME	RESIDENCE (No. Street, City or Town)
Charles A. Dermody	708 Willett Ave Easton, R.I.
George W. Foltz	15 Talbot Road - Hingham, Mass.
Raymond J. McMahon, Jr.	104 Glenwood Ave. Pawt. R.I.

STATE OF RHODE ISLAND, }
COUNTY OF Providence } In the City of Providence
Town }
in said county this 7th day of December, A. D. 19 59
then personally appeared before me Charles A. Dermody, George W. Foltz,
and Raymond J. McMahon, Jr.

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.

Raymond J. McMahon
Notary Public.

121

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

C. A. DEBODY CO.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC - 7 1959 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 27076 *Providence Dec. 7 19 59*

I Hereby Certify That *C. A. Dermody Co.*

has paid into the State Treasury a fee of *Twenty Five* Dollars for *Registration* in accordance with the provisions of 7-19, General Laws. *Raymond H. Sparksby*
General Treasurer

C. A. DERMODY CO.

Incorporation

\$25.00

FILED DEC - 7 1959

19