

# State of Rhode Island and Providence Plantations.

## ORIGINAL ARTICLES OF ASSOCIATION.

(BUSINESS CORPORATION)

Know all Men by these Presents. That we Frank L. Hinckley, Harold P. Salisbury and Watson Smith, all of the City and County of Providence, and said State of 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 Article II of Chapter 248 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of.....

**FIELDS POINT MANUFACTURING CORPORATION**

THIRD. Said corporation is formed (as permitted by Sec. 4 of said Chapter 248) for the purpose of engaging in business as follows:

1. To manufacture, buy, sell, deal in, and use derivatives from salt, and all other products of which salt is the base, other alkalies, chlorine, ammonia, and any other chemicals, dyes and bleaches of all kinds and all articles and things used in the manufacture, maintenance, and working thereof; and also apparatus and implements and things for use, either alone or in connection with the products of which they are ingredients, or in the manufacture of which they are a factor, and to carry on any dyeing or bleaching business, or other business in which alkalies, chemicals, dyes or bleaches are used.
2. To carry on a general manufacturing and merchandising business, or any one or more manufacturing or merchandising enterprises, whether or not in any way connected with one another.
3. To acquire, by purchase, lease or otherwise, to hold and enjoy, to sell, mortgage, pledge, or otherwise dispose of, and to deal in, real estate.
4. To employ capital and labor in any manner.
5. To acquire and hold and from time to time to sell or exchange stocks, bonds, notes, and other securities and while the owner of the same to exercise all the rights and privileges of ownership, including the right of voting.
6. To enter into any contract, guaranty or other obligation, to borrow money and otherwise contract indebtedness, and to issue bonds, notes, debentures and other evidences of indebtedness therefor, and secure the same by mortgage or through lien on its property, franchises, rights and privileges of every kind and nature, or any part thereof.
7. To carry on any other trade, occupation or business, to acquire, hold, sell or otherwise dispose of any other property, and to do any and all other things which may be deemed advisable.

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 these 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 paragraphs (a) to (k) inclusive contained, shall authorize said corporation to carry on the business of a bank, savings bank or trust company, or the business of trading in bonds, notes, or other evidences of indebtedness.*

(over)



Seventh. Said corporation may contract, either as [lender, purchaser, or otherwise, for any lawful purpose, with one or more of its directors, or with any firm, association or corporation, of which its directors, or any of them may be members, officers, directors, trustees, shareholders or stockholders, if the contract is entered into in good faith and is approved or ratified by a majority vote at any meeting of its Board of Directors, or its Executive Committee; provided that at the meeting of the Board of Directors or Executive Committee, the interest of any such director, firm, association or corporation is disclosed or made known, and there shall be present a quorum of the Board of Directors or of the Executive Committee, and such contract shall be approved by a majority of such quorum, which majority shall consist of directors not so interested or connected. The directors so interested or connected may be counted when present at meetings of the Board of Directors or Executive Committee for the purpose of determining the existence of a quorum. Nor shall any director be liable to account to the corporation for any profit realized by him from or through any such contract ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member, or any association or corporation of which he is a shareholder, stockholder, director, trustee or officer was interested in such contract. Any contract, transaction or act of the corporation, or of the Board of Directors, or of any Committee which shall be ratified by a majority in interest of a quorum of shareholders having voting power shall be as valid and as binding as if ratified by every shareholder of the corporation.

Eighth. The power to make, alter and repeal by-laws shall be in the incorporators until the final adjournment of the first meeting of the corporation. Thereafter such power shall be in the directors of said corporation to be exercised at any meeting of the directors by the affirmative vote of a majority of all the directors provided notice of the proposed action shall have been mailed to each director not less than three (3) days prior to the meeting.

In Testimony Whereof, We have hereunto set our hands and stated our residence this 30<sup>th</sup> day of December, A. D. 1925.

NAME	RESIDENCE
<u>Frank L. Hinckley</u>	<u>Providence, R. I.</u>
<u>Harold P. Salisbury</u>	<u>Providence, R. I.</u>
<u>Watson Smith</u>	<u>Providence, R. I.</u>

State of Rhode Island, }  
 County of Providence } In the City of Providence  
 Town }  
 in said county this 30<sup>th</sup> day of December, A. D. 1925  
 then personally appeared before me Frank L. Hinckley, Harold P. Salisbury  
and Watson Smith

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.

Robert M. T. Brayton  
 Notary Public.

*Filed with Clerk  
Business Corporation 6/30/25*

ORIGINAL

ARTICLES OF ASSOCIATION OF

Fields Point Manufacturing

Corporation

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

Dec. 30, 1925



State of Rhode Island and Providence Plantations

A 189 OFFICE OF THE GENERAL TREASURER

Providence, December 30, 1925

I hereby Certify That Fields Point Manufacturing Corporation

has paid into the State Treasury a fee of  
Forty 00/100 - - - - - Dollars for incorporation  
in accordance with the provisions of Chapter 248, General Laws, and the acts in amend-  
ment thereof.

*Richard H. Sennett*  
General Treasurer