To C. filer
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AGREEMENT OF MERGER

between

FIELDS POINT MANUFACTURING CORPORATION

and

REALTY OPERATORS CORPORATION

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

RECEIVED AND FILED JUN 30 1953

Hinckley, Allen, Salisbury & Parsons
2200 Industrial Trust Building
Providence 3, Rhode Island

This is an AGREEMENT OF MERGER made this 26th day of June, 1953, by and between Fields Point Manufacturing Corporation, a Rhode Island corporation, and Realty Operators Corporation, a Rhode Island corporation (said corporations being hereinafter sometimes referred to as the "constituent corporations");

WHEREAS, Realty Operators Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island with an authorized capital stock consisting of one thousand (1000) shares of no par common stock, of which five hundred (500) shares are issued and outstanding; and

WHEREAS, Fields Point Manufacturing Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island with an authorized capital stock consisting of twenty thousand (20,000) shares of no par common stock, of which eighteen thousand four hundred twenty-five (18,425) shares are issued and outstanding, and three hundred sixty-two (362) shares are issued but held in the treasury of said corporation; and

WHEREAS, each of the constituent corporations has power and authority under the laws of the State of Rhode Island to merge with each other;

THIS AGREEMENT has therefore been entered into as follows:

FIRST: Fields Point Manufacturing Corporation shall be merged into Realty Operators Corporation as a single corporation (hereinafter sometimes referred to as "the Corporation") at the close of business on June 30, 1953, which shall be the effective date of the merger.

SECOND: The name of the Corporation on the effective date of the merger shall become and be Fields Point Manufacturing Corporation (1953).

THIRD: The nature of the business and purposes of the Corporation shall be:

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 incidental thereto, 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 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.

5. To enter into any contract, guaranty or other obligation, to borrow money and otherwise contract indebtedness, and to issue bonds, notes, debentures or 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.

6. To erect, construct, alter and maintain houses, garages, service stations, storehouses, buildings, clubs, community centres and works of any other description on the lands of the corporation or other lands; to rebuild, alter and maintain existing houses, buildings or works thereon; to purchase or otherwise acquire, repair, maintain and operate automobiles, trucks and motor vehicles of every description; to purchase or otherwise acquire stores of every description incident to the business of the corporation; and to convert and appropriate lands into and build roads, streets, golf links, parks, play-grounds and other conveniences.

7. To buy or otherwise acquire, hold, use, improve, develop, lease, manage, sell, mortgage or otherwise dispose of or deal in real estate or any interests therein; and, without limiting the generality of the foregoing, to engage, either alone or jointly with others, in the business of buying, owning, selling, leasing and developing petroleum, gas and other mineral lands and rights, and interests therein, to drill and bore wells for oil, gas or any other substance, to transport in any manner oil, gas or mineral products, and to market the same, and to do all other things necessary or desirable in connection with the foregoing.

8. So far as the same may be lawful, convenient, useful or incidental to carrying on the business of the Corporation, to lend money on notes or bonds secured by mortgages on real estate or personal property and to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose or avail of

stocks, shares, bonds, notes and other securities and evidences of interest in or indebtedness of any person, firm, association, trust or corporation; and while the owner or holder thereof to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

In addition to the foregoing the Corporation shall have the following powers and authority, viz:

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 the Corporation shall have power:

(a) To have perpetual succession in its corporate name;

(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 the State of Rhode Island, or 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 [illegible] 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 [illegible] 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;

sta (g) to acquire, hold, sell and transfer shares that its own capital stock: Provided, that it 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 the state of Rhode Island 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 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 the state of Rhode Island 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 the state of Rhode Island any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in the state of Rhode Island and elsewhere: Provided, however, that nothing in paragraph (e) to (k) inclusive [illegible] shall authorize said Corporation to carry on the business of a bank, savings bank or trust company.

FOURTH: The Corporation shall be located in Providence, Rhode Island.

FIFTH: The total amount of authorized capital stock of the Corporation with par value shall be $250,000, as follows, viz:

Common stock in the amount of $200,000, to be divided into 40,000 shares of the par value of $5 each, and preferred stock in the amount of $50,000, to be divided into 5,000 shares of the par value of $10 each.

Said common and preferred stock shall be issued upon [illegible] terms and conditions and the holders thereof shall [illegible] tively the rights and powers, [illegible] shall [illegible] to [illegible] strictions and limitations as set forth in the following paragraphs:

(A) Holders of record of the preferred [illegible] entitled to receive when and as declared by [illegible] directors preferential dividends of [illegible] payable in equal quarterly instalments on [illegible] March 31, June 30, September 30 and December 31 in [illegible], with proper adjustment for any dividend period which is [illegible] than a full year, the first of said quarterly [illegible] paid on September 30, 195[illegible]. Such dividends shall [illegible] before any dividends shall be paid or set apart on the common stock and shall be cumulative so that if in any dividend [illegible] period dividends are not declared [illegible] upon the preferred stock, the deficiency (without interest) shall be fully paid or set aside before [illegible] are paid or set aside on the common stock;

(d) In case of liquidation, dissolution [illegible] the corporation, whether voluntary or involuntary, holders of the preferred stock shall be entitled [illegible] [illegible] have been made, to receive [illegible] [illegible] per share, together [illegible] [illegible] [illegible] stock, [illegible]

(e) The [illegible] [illegible] pro rata among the holders of the common stock.

(f) The holders of each class of stock of [illegible] shall have subscription rights as to newly issued stock of that class only and shall not be entitled to subscription rights as to stock of any other class.

SIXTH: Upon the merger herein provided becoming [illegible] be redeemed, the shares to be redeemed may be selected in such manner as the board of directors shall determine. The holders of shares of preferred stock called for redemption shall not from and after the date fixed for redemption possess any rights as stockholders of the Corporation except the right to receive the redemption price without interest, upon the surrender of the shares called for redemption.

(d) Except as provided by law, the holders of preferred stock shall have no right to vote for any purpose or to receive notice of any stockholders' meeting.

(e) Except as provided by law, exclusive voting rights shall be vested in holders of the common stock, each holder being entitled to one vote for each share of common stock held. Except as otherwise provided above, the board of directors may, at any time and from time to time declare and pay dividends on common stock from the surplus of the Corporation. Except as otherwise provided above, upon liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, after payment of the Corporation debts, shall be distributed pro rata among the holders of the common stock.

(f) The holders of each class of stock of the Corporation shall have subscription rights as to newly issued stock of that class only and shall not be entitled to subscription rights as to stock of any other class.

SIXTH: Upon the merger herein provided becoming [illegible] the separate existence of Fields Point Manufacturing Corporation shall cease, having been merged into Realty Operators Corporation as provided above, and the Corporation named Fields Point Manufacturing Corporation (1953) as provided above, shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to either of said constituent corporations on whatever account, and all other things in action belonging to each of such corporations shall be vested in the Corporation surviving such merger, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Corporation surviving such merger as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise under the laws of the State of Rhode Island in either of the constituent corporations shall not revert or be in any way impaired by reason of such merger; provided, however, that all rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to said Corporation surviving such merger and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and provided, further, that any action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if such merger had not taken place or the Corporation surviving such merger may be substituted in its place

SEVENTH: Until duly changed or amended the by-laws of the Corporation shall be the by-laws of Realty Operators Corporation in effect on the effective date of the merger agreement.

EIGHTH: The manner of converting the issued and outstanding shares of the capital stock of the constituent corporations into shares of the Corporation shall be as stated in this paragraph EIGHTH.

The holders of certificates representing the issued and outstanding shares of capital stock of each [illegible] constituent corporation [illegible] to the Corporation on or after the effective date of the merger at 731 Hospital Trust Building, Providence, [illegible] Island, and under such regulations as the Board of Directors of the Corporation may determine, and the Corporation [illegible] thereupon issue in exchange therefor certificates representing the shares of the preferred and common stock of the Corporation to which such holders are entitled, [illegible]

(a) There shall be issued to the stockholders of Fields Point Manufacturing Corporation 1250 shares of the preferred stock and 8500 shares of the common stock of the Corporation, to be divided among the stockholders of Fields Point Manufacturing Corporation in proportion to the number of shares of the capital stock of Fields Point Manufacturing Corporation held by them on the effective date of the merger.

(b) There shall be issued to the stockholders of Realty Operators Corporation [illegible] shares of the preferred stock and 25,500 shares of the common stock of the Corporation, to be divided among the stockholders of Realty Operators Corporation in proportion to the number of shares of the capital stock of Realty Operators Corporation held by them on the effective date of the merger.

Stockholders entitled to fractional shares shall receive fractional share scrip certificates in bearer form and signed on behalf of the Corporation in the same manner as stock certificates are signed under the by-laws and providing in substance that on or before the date six (6) months from the effective date of the merger, scrip certificates representing in the aggregate one or more shares of stock may be exchanged for a number of full shares of such stock equal to the number represented by said scrip certificates, that said scrip certificates shall not entitle the holders thereof to any voting rights of a stockholder, and that after the date six (6) months from the effective date of the merger all rights with respect to said scrip certificates shall lapse.

NINTH: Upon the agreement of merger taking effect the capital of the Corporation shall be the sum of $[illegible]0,000.

TENTH: This agreement shall be submitted to the stockholders of each of the constituent corporations as provided by law and shall take effect and be deemed and be taken to be the agreement and act of merger of the constituent corporations upon compliance with the General Corporation Law of the State of Rhode Island.

ELEVENTH: The Corporation shall be governed by the laws of the State of Rhode Island.

IN WITNESS WHEREOF the said constituent corporations have caused these presents and two counterparts hereof to be executed by their respective Presidents or Vice Presidents and their respective Secretaries or Assistant Secretaries under their respective corporate seals [illegible] and year first above written.

[illegible]

By [signature]
~~President~~ Vice [illegible]

[signature]
Secretary ~~Assistant Secretary~~

[illegible]

By [signature]
President ~~Vice President~~

[signature]
Secretary ~~Assistant~~ Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence on this 26 th day of June, 1953, before me personally appeared Malcolm G. Chace, Jr. and Arnold B. Chace to me known and known by me to be the Vice-President and Secretary respectively of Fields Point Manufacturing Corporation, and each acknowledged the foregoing agreement by him executed on behalf of said Fields Point Manufacturing Corporation to be his official free act and deed and the free act and deed of said Fields Point Manufacturing Corporation.

Robert J. Pickard
Notary Public
My commission expires June 30, 1956

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence on this 26 th day of June, 1953, before me personally appeared Arnold B. Chace and Gerard J. Quinton to me known and known by me to be the President and Secretary respectively of Realty Operators Corporation, and each acknowledged the foregoing agreement by him executed on behalf of said Realty Operators Corporation to be his official free act and deed and the free act and deed of said Realty Operators Corporation.

Robert J. Pickard
Notary Public
My commission expires June 30, 1956

CERTIFICATE

The undersigned, Arnold B. Chace, hereby certifies as follows:

1. That he is the duly elected and qualified Secretary of Fields Point Manufacturing Corporation, a Rhode Island corporation;

2. That the foregoing agreement of merger to which this certificate is attached, providing for the merger of Fields Point Manufacturing Corporation into Realty Operators Corporation, a Rhode Island corporation, was executed by the officers of Fields Point Manufacturing Corporation in pursuance of a resolution of the Board of Directors thereof authorizing and directing the execution of the same adopted at a meeting of said Board duly called for the purpose and held on the 26th day of June, 1953;

3. That said agreement of merger was duly submitted to the stockholders of said Fields Point Manufacturing Corporation at a meeting of said stockholders held on the 26th day of June, 1953, called for the purpose of considering the same, of which meeting more than ten days' notice was given to said stockholders in the manner prescribed by the by-laws;

4. That said agreement of merger was considered by said stockholders at said meeting and a vote was taken by ballot for the adoption or rejection of the agreement of merger and

the votes of stockholders of said Fields Point Manufacturing Corporation representing more than two-thirds of the total number of shares of its outstanding common stock, being the only class of stock outstanding, were cast for the adoption of said agreement of merger and authorizing and directing the officers of said corporation to execute the same;

5. That the meeting of stockholders of Fields Point Manufacturing Corporation and the said vote by ballot upon the adoption of said agreement were held and taken separately from the meeting of stockholders and vote of said Realty Operators Corporation held and taken with respect to said agreement of merger.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Fields Point Manufacturing Corporation this 26th day of June, 1953.

Secretary

CERTIFICATE

The undersigned, Gerard J. Quinton, hereby certifies as follows:

1. That he is the duly elected and qualified Secretary of Realty Operators Corporation, a Rhode Island corporation;

2. That the foregoing agreement of merger to which this certificate is attached, providing for the merger of Fields Point Manufacturing Corporation into Realty Operators Corpo-

ation, a Rhode Island corporation, was executed by the officers of Realty Operators Corporation in pursuance of a resolution of the Board of Directors thereof authorizing and directing the execution of the same adopted at a meeting of said Board duly called for the purpose and held on the 26th day of June, 1953;

3. That said agreement of merger was duly submitted to the stockholders of said Realty Operators Corporation at a meeting of said stockholders held on the 26th day of June, 1953, called for the purpose of considering the same, of which meeting more than ten days' notice was given to said stockholders in the manner prescribed by the by-laws;

4. That said agreement of merger was considered by said stockholders at said meeting and a vote was taken by ballot for the adoption or rejection of the agreement of merger and the votes of stockholders of said Realty Operators Corporation representing more than two-thirds of the total number of shares of its outstanding common stock, being the only class of stock outstanding, were cast for the adoption of said agreement of merger and authorizing and directing the officers of said corporation to execute the same;

5. That the meeting of stockholders of Realty Operators Corporation and the said vote by ballot upon the adoption of said agreement were held and taken separately from the meeting of stockholders and vote of said Fields Point Manufacturing Corporation held and taken with respect to said agreement of merger.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Realty Operators Corporation this 26th day of June, 1953.

Gerard J. Quinton
Secretary

IN WITNESS WHEREOF the said Fields Point Manufacturing Corporation and the said Realty Operators Corporation have caused these presents and two counterparts hereof to be executed by their respective Presidents or Vice Presidents and their respective Secretaries or Assistant Secretaries under their respective corporate seals pursuant to said votes of their respective stockholders this 30th day of June, 1953.

FIELDS POINT MANUFACTURING CORPORATION

By ~~President~~ Vice President

Secretary ~~Assistant Secretary~~

REALTY OPERATORS CORPORATION

By President ~~Vice President~~

Gerard J. Quinton
Secretary ~~Assistant~~ Secretary

STATE OF RHODE ISLAND

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Robert J. Pickard
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My commission expires June 30, 1956

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