

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

78316

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is CUTLER DISPLAY & PACKAGING, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the business of designing, manufacturing and selling boxes and packaging devices and display materials of every description; to transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1,000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

without par value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

There shall be no Board of Directors for this corporation unless the shareholders take affirmative action to the contrary in accordance with the corporate bylaws.

The corporation shall have the right, in the case of the transfer of any stock by any stockholder, to purchase the same at the lowest price at which said stockholder is willing to sell before the same shall be sold or transferred to any other person. This right of the corporation shall be exercised, declined or waived in the manner set forth in the corporate bylaws.

SEVENTH. The address of the initial registered office of the corporation is
1616 Hospital Trust Tower, Providence, R.I. 02903 (add Zip Code)
and the name of its initial registered agent at such address is:

Alan S. Flink

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Deborah A. Booth - President/Secretary	16 North Marlborough Street East Greenwich, R.I.
Dorothy DeAngelis - Vice President	50 Chestnut Ave., Cranston, R.I.
Charles Breagy - Vice President	75 Pocasset Street Johnston, Rhode Island
Mark R. Skinkle - Vice President	24 Sunnyside Dr., Warwick, R.I.
Anna Mainelli - Treasurer	10 Ruth St., Johnston, R.I.

NINTH. The name and address of each incorporator is:

Name	Address
Alan S. Flink	92 Savoy St., Prov., R.I.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } Pawtux }

in said county this 8th day of May, A.D. 1984

then personally appeared before me Alan S. Flink

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.

Brenda M. Casar
Notary Public

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CHK 110.00
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