

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we William R. Powers, III, Andrew A. DiPrete and Ronald C. Green, Jr.,

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 F-P, Inc.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of to carry on, manage; and operate the business of manufacturing and merchandising artificial wreaths, and Christmas trees and other decorative materials and products by use of chenille machines and otherwise.

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,
(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, on or behalf of 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 North Providence Rhode Island.

Article No.

FIFTH: The total amount of authorized capital stock of said corporation with par value shall be Two Thousand (\$2,000.) Dollars as follows, viz; Common Stock in the amount of One Thousand (\$1,000.) Dollars to be divided into one thousand (1000) shares of the par value of One (\$1.00) Dollar each, and Class B Common Stock in the amount of One Thousand (\$1,000.) Dollars to be divided into one thousand (1000) shares of the par value of One (\$1.00) Dollar each.

The following is a description of each class of stock including the terms on which they are created and the voting rights of each:

(1) Each share, whether Common Stock or Class B Common Stock, shall have one vote.

(2) So long as any amount of stock of both classes shall be issued and outstanding the Directors shall be elected as follows:

(a) The number of Directors shall always be an even number, of which one-half (called Class I Directors) shall be elected by vote of two-thirds of the holders of record of the Common Stock, and the other one-half (called Class II Directors) shall be elected by vote of a majority of the holders of record of the Class B Common Stock.

(b) Vacancies in Class II Directors shall be filled by a vote of a majority of the holders of record of Class B Common Stock.

Vacancies in Class I Directors shall be filled by a vote of two-thirds of the holders of record of the Common Stock.

(c) In the case of any vacancy in the Board of Directors resulting from death, removal or resignation, it may be filled by a writing signed (in the case of a Class I Director) by two-thirds of the stockholders who would have a right to elect such new director at a meeting of the stockholders called for that purpose and (in the case of a Class II Director) by a majority of the stockholders who would have a right to elect such new director at a meeting of the stockholders called for that purpose, and such appointment shall be effective when such writing is filed with any officer of the corporation.

(d) Any director may at any time be removed by the same proportionate vote of the same stockholders as have the right to fill the vacancy so created.

(3) The authorized but unissued shares and Treasury shares of Common Stock may after the original issue of 925 shares of Common Stock only be issued upon the majority vote of the Class I Directors and after the original issue of 925 shares of Class B Common Stock the authorized but unissued shares and Treasury shares of Class B Common Stock may only be issued upon the majority vote of the Class II Directors, but in each case after said original issues the consideration for which either class of stock is issued shall be determined by the majority vote of the entire Board of Directors (consisting of both Class I and Class II Directors).

(4) Except as hereinbefore set forth, the rights of the holders of Common Stock and Class B Common Stock shall be identical.

(5) No holder of any shares of stock of the corporation of any class shall have any preferential right, or any other right, of subscription to any shares of any class of stock hereafter issued by the corporation, other than such right of subscription, if any, as the Board of Directors, in its discretion, may by majority vote determine.

SEVENTH

EIGHTH

NINTH

In Testimony Whereof. We have hereunto set our hands and stated our residences this 26<sup>th</sup> day of May, A. D. 19 59.

William R. Powers, III 24 Rumstick Drive, Barrington, R. I.

Andrew A. DiPrete 22 Winthrop Drive, Barrington, R. I.

Ronald C. Green, Jr. 32 Keene Street, Providence, R. I.

STATE OF RHODE ISLAND, } In the City of Providence }
COUNTY OF Providence } Town }
in said county this 26<sup>th</sup> day of May, A. D. 19 59.
then personally appeared before me William R. Powers, III, Andrew A. DiPrete
and Ronald C. Green, 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.

Royce W. Tranchesi
Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

F-P, Inc.

(merged with and into METALLIC  
YARNS, INC. a R. I. corp. ...  
METALLIC being the surv. corp.  
merger. filed Dec. 30, 1960)

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAY 26 1959 19

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