

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

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 Donnelly's of East Providence, 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:

Manufacturing, processing, buying, selling, renting, tailoring, cleaning, laundering, and otherwise dealing in and with any and all kinds of wearing apparel, clothing, and accessories together with any and all other commodities and articles which are necessary, convenient, or incidental to the foregoing.

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 offices 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 state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares _____

(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.)

or

(b) *If more than one class:* Total number of shares 600 _____

(State (A) the number of the 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.)

See attached provisions.

FOURTH (b) Description of number of shares of each class, the number without par value, and statement of designations, powers, preferences, and rights thereof.

The total number of shares of capital stock authorized shall be six hundred (600) shares without par value as follows, viz.: One hundred (100) shares without par value of Class A Common Stock and five hundred (500) shares without par value of Class B Common Stock.

The Class A Common Stock and the Class B Common Stock herein authorized may be issued from time to time in such amounts and proportions and subject to the provisions of this Article No. FOURTH of these Articles of Incorporation under such conditions, on such terms and for such purposes and at such prices as shall be determined by the Board of Directors of said corporation and as may be permitted by law.

The Class A Common Stock and the Class B Common Stock shall have the following rights, preferences, voting powers, restrictions and qualifications:

(1) Dividend Rights. Both Class A Common Stock and Class B Common Stock shall be identical with respect to the right to participate in dividends when, as and if declared by the Board of Directors out of any funds lawfully available therefor.

(2) Distribution of Assets. The holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive, pro rata, in proportion to the number of shares held by them the assets of the corporation available for distribution to its shareholders, and each share of said Class A Common Stock and Class B Common Stock shall be identical and shall receive the same amount per share in respect to the distribution of the assets of the corporation in the event of any liquidation, dissolution or winding up of the corporation or any reduction of its capital.

(3) Voting Rights. At all meetings of the stockholders of the corporation, the holders of the Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held by them, except as herein otherwise expressly provided. None of the holders of the Class B Common Stock shall have any voting powers for any purposes, except as may be specifically required by statute.

meeting of the stockholders to accept or reject said offer, and until action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of his Class A Common Stock or Class B Common Stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty (30) days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said thirty (30) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the Class A Common Stock and Class B Common Stock of this corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by its Board of Directors at any meeting of the Directors, whether regular or special, may waive the provisions of this Article with respect to any particular transfer.

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

SEVENTH. The address of the initial registered office of the corporation is 790 Broad Street, Providence, Rhode Island 02907 (add Zip Code) and the name of its initial registered agent at such address is: Charles J. Donnelly

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 3 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, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
<u>Charles J. Donnelly</u>	<u>49 Alhambra Circle, Cranston, R. I.</u>
<u>David E. Donnelly</u>	<u>9 Cliffside Drive, Cranston, R. I.</u>
<u>Milton L. Marithew</u>	<u>144 Whitehill Street, Providence, R. I.</u>
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NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Walter F. Gibbons, Esq.</u>	<u>1212 Industrial Bank Building, Prov., R. I.</u>
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TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon issuance of the Certificate of Incorporation

Dated July 22, 19 70

Walter F. Gibbons

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE }

In the City of Providence
Town

in said county this 22nd day of July, A. D. 1970

then personally appeared before me... Walter F. Gibbons

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.

Walter F. Gibbons
Notary Public

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E. H. W. Jones
JUL 22 1970