

BUNNY'S SUPERETTE, INC.

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BY-LAWS

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Article 1.

Name and Seal.

This corporation shall be known as Bunny's Superette, Inc. and shall have a corporate seal bearing the name of the corporation and the year of its incorporation, which seal may be altered or changed at the pleasure of the Board of Directors. Pending the procurement of the permanent seal, the Directors may authorize the use of a wafer seal.

Article 2.

Officers.

The officers of the corporation shall be a President, a Vice President, a Treasurer, an Assistant Treasurer, a Clerk, and a Board of not less than three nor more than five Directors, who shall hold office for one year and/or until others are chosen and qualified in their stead, and such other officers and agents as the Board of Directors may from time to time in its discretion appoint. The Directors and the above named officers shall be chosen by ballot at the annual meeting of the stockholders or at an adjournment thereof, provided that any Director or any of the above named officers may be removed by the stockholders and a successor chosen at any special meeting

of the stockholders called for such purpose. The Directors and other officers may be but need not be stockholders of the corporation. The officers elected at the organization meeting, or by the Board of Directors as hereinafter provided to succeed the officers so elected shall hold office until the annual meeting in 1972 and/or until other are chosen and qualified in their stead. The same person may hold more than one office. The number of Directors for each corporate year shall be fixed by vote at the meeting at which they are elected. In the event of the death, resignation or permanent incapacity of a Director, the vacancy in the Board and the vacancy in any other office held by such member shall be filled by vote of a special meeting of the stockholders. In the event of the death, resignation or permanent incapacity of any officer of the corporation not elected by the stockholders, the vacancy shall be filled by the Directors.

### Article 3.

#### Directors.

The Directors shall have in the management of the affairs of the corporation all of the powers which the corporation itself possesses not incompatible with the provisions of these by-laws and the laws of the state. They may appoint and remove at pleasure any of the officers of the corporation not elected by the stockholders. They shall have access to the books, vouchers and funds of the Treasurer and to the records of

the Clerk; shall fix all salaries, including their own, or may authorize some other officer to fix the same; they may declare lawful dividends whenever they deem it expedient. They may cause to be called special meetings of the stockholders as provided in these by-laws; may borrow money and incur such indebtedness as they may deem necessary; may authorize the making, drawing or acceptance of contracts, bonds, bills of exchange and promissory notes on behalf of and for the purpose of the corporation and the execution of such pledge or mortgages of the property of the corporation as may appear to them to be reasonably necessary. They may purchase and acquire by deed, lease or otherwise for the corporation any property, real or personal, which in their opinion may be deemed expedient and may dispose of the same at pleasure, and may make for their own management such rules and regulations not inconsistent with these by-laws as they may think fit. They may employ and discharge such managers for the conduct of the ordinary business of the corporation as they may decide and may employ and discharge such other servants, agents and employees as the business of the corporation may require.

#### Article 4.

##### Meetings of the Board of Directors

A majority of the Directors shall constitute a quorum for the transaction of any business. Any business may be transacted at any meeting of the Board of Directors, although the character of such business is not specified

in the call for the meeting.

Each Director shall have the right to demand in writing that the Clerk shall call a meeting of the Board of Directors within seven (7) days of the date of receipt by the Clerk of such demand. Upon receiving such demand, the Clerk shall call such meeting by written notices signed by him and mailed to each Director at his last known place of business or residence at least seventy-two (72) hours prior to the time of said meeting. In the event that the Clerk shall neglect or refuse so to do, the President or any member of the Board may call a meeting of the Board by giving a written notice thereof, signed by him and mailed to each Director at his last known place of residence or business at least seventy-two (72) hours previous to the time of such meeting.

Any meeting of the Directors at which all of the Directors are present or concerning which the absent Directors shall waive notice shall be a legal meeting as though called as herein provided, provided that no notice shall be required for a meeting of the Directors when held following the adjournment of the annual or adjourned annual meeting of the stockholders.

Meetings of the Board of Directors may be held within or without the State of New Hampshire.

#### Article 5.

##### President.

The President shall, when present, preside at all meetings of the stockholders and of the Board of Directors;

he shall sign all certificates of stock, shall exercise a general supervision over the business and affairs of the corporation, and shall perform such other duties as the Board of Directors may from time to time direct.

#### Article 6.

##### Vice President.

The Vice President shall discharge the duties of the President in the event of the absence or disability for any cause of the latter.

#### Article 7.

##### Treasurer.

The Treasurer shall have the custody of the corporation seal; of all money, books of account, stock books, securities, deeds, contracts and other business papers of the corporation, except the records of the Clerk. He shall keep an accurate account of all moneys, credits and property of the corporation received and disbursed. He shall sign all certificates of stock and shall affix the corporation seal to each. He shall furnish the Clerk with a complete list of stockholders whenever requested. Under the direction of the Board of Directors, he shall sign, seal and deliver in the name of the corporation, all deeds of real estate or other instruments conveying property or other agreements or obligations of the corporation. Pursuant and subject to such votes as may be passed from time to time by the Directors, he may borrow money for the legitimate purposes of the corporation and sign the note of the corporation therefor. At every annual

meeting of the stockholders or adjournment thereof, he shall present a report of the financial condition of the corporation. He shall give bond for the faithful performance of his duties in such sum, if any, as may be required by the Board of Directors. He shall, unless otherwise directed by resolution of the Board of Directors, be authorized to vote on behalf of the corporation, all shares of stock or interest in shares of stock owned by the corporation other than its own shares.

#### Article 8.

##### Assistant Treasurer.

In the absence of the Treasurer, the Assistant Treasurer may perform the duties of the Treasurer.

#### Article 9.

##### Clerk.

The Clerk shall be a resident of New Hampshire. He shall be sworn and shall act as Clerk of both the Board of Directors and of the corporation, shall attend all their meetings and keep accurate records thereof, and shall perform other duties incident to his office. He shall have the custody of his own records and of all original papers showing the formal organization of the corporation.

He shall prepare and send to each Director, written notices of Directors' meetings whenever requested so to do by the President or by any Director, and shall likewise prepare and send to each stockholder of record, written notices for the annual meeting of the stockholders as required herein

or for a special meeting of the stockholders when he is requested so to do in writing by the President or by a majority of the Board of Directors or by stockholders owning not less than ten per cent (10%) of the outstanding voting common stock. In the absence of the Clerk at any meeting, a Clerk for the time being shall be chosen who shall be sworn.

#### Article 10.

##### Fiscal Year.

The fiscal year of the corporation shall be July 1 to June 30 of each year.

#### Article 11.

##### Stockholders' Meetings.

Annual or special meetings of the corporation shall be held in New Hampshire. The annual meeting shall be held on the third Monday in August in each year, and special meetings shall be held whenever the President or a majority of the Board of Directors, or stockholders owning at least ten per cent (10%) of the voting capital stock issued shall make written application therefor to the Clerk of the corporation stating the time, place and object of said meeting.

At least seventy-two (72) hours before every stockholders' meeting, the Clerk shall send by mail a written notice signed by him to each stockholder of the corporation as his address appears on the books of the corporation, which notice shall state the time and place of meeting and the business to be transacted.

In the event that the Clerk shall neglect or refuse to call a meeting of the stockholders after application to him so to do, the President or any member of the Board or any stockholder owning at least ten per cent (10%) of the voting capital stock issued may call a meeting of the stockholders by giving written notice thereof signed by him and mailed to each stockholder of the corporation as his address appears on the books of the corporation at least seventy-two (72) hours prior to the time of said meeting, which notice shall state the time and place of meeting and the business to be transacted.

In the event that the Clerk shall neglect or refuse to call a meeting of the stockholders after application to him so to do, the President or any member of the Board or any stockholder owning at least ten per cent (10%) of the voting capital stock issued may call a meeting of the stockholders by giving written notice thereof signed by him and mailed to each stockholder of the corporation as his address appears on the books of the corporation at least seventy-two (72) hours prior to the time of said meeting, which notice shall state the time and place of meeting and the business to be transacted.

After the notice for any annual or special meeting has been given, only those persons shall be deemed stockholders and entitled to vote at such meeting as were on the date of the giving of such notice registered as stockholders upon the books of the corporation.

At any meeting, each stockholder shall be entitled

to one vote for each share of voting common stock owned by him.

Article 12.

Quorum.

At any meeting, a majority of the voting common stock issued and outstanding shall constitute a quorum.

Article 13.

Certificates of Stock.

Each stockholder shall be entitled to a certificate of stock which shall be under the seal of the corporation and signed by the President and Treasurer. In case of a lost certificate, a duplicate may be issued on such terms as the Board of Directors may prescribe. Each certificate of common stock shall have printed thereon the restrictions set forth in the organization meeting and any amendments thereto.

Article 14.

Amendments.

These by-laws may be amended, altered or repealed at any legal meeting of the stockholders provided notice of the proposed amendment is given in the call for such meeting.

VOTED - that the Board of Directors for the ensuing year consist of four (4) Directors.

VOTED - to proceed to the election of officers under the by-laws. A vote was thereupon taken and the following were unanimously elected and declared to be the officers as designated of the corporation.

President	-	Marie I. Burke
Vice President	-	Bernardine P. Donelson
Treasurer	-	Edward J. Burke
Assistant Treasurer	-	Thomas M. Burke
Clerk	-	Charles J. Dunn
Directors	-	Marie I. Burke Bernardine P. Donelson Edward J. Burke Thomas M. Burke

VOTED - in the consideration of the transfer to the corporation on July 1, 1971 by Marie I. Burke, Bernardine P. Donelson, Edward J. Burke and Thomas M. Burke, of the inventory, equipment, accounts receivable and good will owned by them and doing business as Bunny's Superette, 77 Webster Street, Manchester, New Hampshire, as more particularly shown by a statement of condition of said Bunny's Superette to be filed in the office of the Clerk of the corporation to which reference may be made, that the corporation presently issue twenty-five (25) shares each to Marie I. Burke, Bernardine P. Donelson, Edward J. Burke and Thomas M. Burke, and to assume all liabilities of said Bunny's Superette as shown on said statement of condition.

VOTED - that the capital stock of this corporation as authorized at two hundred (200) shares of stock of equal but without par value shall be designated as common stock and shall be subject to the following restrictions on transfer, a copy of which shall be placed on the certificates of capital stock.

"In the event that any stockholder during his lifetime desires to sell any of his stock, he shall first offer it or such part of it as he wishes to sell, to the corporation at the 'agreed price' (as hereinafter established) and the corporation shall have sixty (60) days to accept or reject the offer. If the corporation rejects the offer, the offer shall be repeated to the other stockholders in proportion to their holdings and the said stockholders shall have sixty (60) days to accept or reject the offer. If the other stockholders reject the offer, then the holder shall be free to sell said stock to any other party, which party shall take subject to this restriction. The 'agreed price' shall be established initially by the stockholders after the organization meeting, on a price per share basis. The 'agreed price' may be amended at the annual stockholders meeting and when so amended, shall become the new and effective 'agreed price'. Failing such amendment, however, the previous 'agreed price' shall remain in effect.

In the event of the decease of a stockholder, the corporation, through its Board of Directors, shall within six (6) months from such decease or within sixty (60) days after the appointment of an executor or administrator of said deceased estate, purchase the deceased stockholder's shares at the 'agreed price' last established by the stockholders to be paid in the event of the death of a stockholder.

All the conditions, covenants and options herein contained shall bind each of the parties hereto, their heirs, executors, administrators, successors and assigns. The provisions of this restriction may be waived in their entirety from time to time with respect to any single transfer of stock by an agreement in writing signed by all of the stockholders and the corporation. Each certificate evidencing the ownership of shares of stock of this corporation shall contain all of the provisions of this restriction."

VOTED - that the Board of Directors is hereby authorized, empowered and directed to do all things necessary to provide for the issue of such stock as hereinbefore authorized.

Charles J. Dunn was sworn to the faithful performance of his duties as Clerk of the corporation before Antoinette V. Freeman, Notary Public.

VOTED - to adjourn.

A true record. Attest:

  
Temporary Clerk and Clerk