

BY-LAWS

of

NEW BOSTON FOOD MARKET DEVELOPMENT CORP.

ARTICLE I.

STOCKHOLDERS

*Amended
4-28-82*

Section 1. Annual Meeting. The annual meeting of stockholders shall be held on the ~~third Tuesday in February~~ *Fourth Wednesday in April* in each year, except that, when that day falls on a legal holiday, the meeting shall be held on the next succeeding business day, at ten o'clock in the forenoon, unless a different hour is fixed by the Directors or the President and stated in the notice of the meeting. Purposes for which an annual meeting is to be held in addition to those prescribed by law, by the Articles of Organization or by these By-Laws may be specified by the Directors or by a writing signed by the President and filed with the Clerk. In the event an annual meeting has not been held on the date fixed herein, a special meeting in lieu of annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Special Meetings. Special meetings of stockholders may be called by the President or by a majority of the Directors and shall be called by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of one or more stockholders who hold at

least one-tenth part in interest of the capital stock entitled to vote thereat. Such call shall state the place, date, hour and purposes of the meeting.

Section 3. Place of Meetings. All meetings of stockholders shall be held at the principal office of the corporation or at such other place within the Commonwealth of Massachusetts as may be fixed by the Directors or by the President and stated in the notice of the meeting.

Section 4. Notice of Meetings. A written notice of the place, date, hour and purposes of all meetings of the stockholders shall be given by the Clerk or an Assistant Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by any other officer or by a person designated either by the Clerk or by the person or persons calling the meeting, or by the Directors, or by any other person empowered to do so by law, at least seven days before the meeting, to each stockholder entitled to vote thereat and to each stockholder who, under the Articles of Organization or under these By-Laws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. No notice of the place, date, hour and purposes of a meeting shall be required if every stockholder entitled to notice thereof, or his attorney thereunto authorized, by a writing which is filed with the

records of the meeting, waives such notice.

Amended
3/11/71

Section 5. Quorum. A majority in interest of each class of stock issued, outstanding and entitled to vote at a meeting of the stockholders shall constitute a quorum for such meeting, but a lesser interest may, by majority vote, adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 6. Voting. Stockholders entitled to vote shall have one vote for each share of stock owned by them.

Section 7. Proxies. Stockholders may vote in person or by proxy. Proxies shall be filed with the Clerk of the meeting before being voted. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Amended
3/11/71

Section 8. Action at meeting. When a quorum is present at any meeting of the stockholders the vote or concurrence of a majority in interest of each class of stock issued, outstanding and entitled to vote thereat shall be required to decide any matter or take any action, except to the extent that a greater proportion is required by law, or

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extent that a greater proportion is required by law, or the Articles of Organization or these By-Laws.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. Powers. The business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except such as by law, by the Articles of Organization or by the By-Laws of the corporation are conferred upon or reserved to the stockholders.

Section 2. Number. There shall be nine Directors, four designated as Class A Directors, four as Class B Directors and one as Director-at-large.

Section 3. Election. Class A Directors shall be elected by the Class A stockholders and Class B Directors shall be elected by the Class B stockholders. The Director-at-large shall be elected by the Class A and Class B stockholders acting as a single class. Directors shall be elected at the annual meeting of the stockholders or the special meeting in lieu of said annual meeting by such stockholders as have the right to vote thereon. No Director need be a stockholder.

Section 4. Tenure. Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each Director shall hold office until the next annual meeting and until his successor is chosen and qualified. Any Director may resign by delivering his written resignation to the corporation at its

principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such place and at such times as the Directors may from time to time determine. A regular meeting of the Directors following the annual meeting of the stockholders or the special meeting in lieu of such meeting may be held without call or notice immediately after and at the same place as the meeting of the stockholders.

Section 6. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President, the Treasurer, or one or more Directors.

Section 7. Notice of Meetings. A written notice of the place, date and hour of all special meetings of the Directors shall be given by the Clerk or an Assistant Clerk or by the officer or Directors calling the meeting to each Director by mail or telegram addressed to such Director at his usual or last known business or residence address, or at such other address as said Director may from time to time designate in writing, or by telephone, or by leaving such notice with him or at his usual or last known business or residence address, or at such other address as said Director may from time to time designate in writing. Notice sent

by mail shall be mailed at least forty-eight hours before the meeting. Notice sent by telegram or given by telephone or by leaving such notice as aforesaid shall be sent or given, as the case may be, at least twenty-four hours before the meeting.

Notice of a meeting need not be given to any Director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him. Any meeting shall be a legal meeting without notice if each Director, by a writing filed with the records of the meeting, waives such notice.

Section 8. Quorum. A majority of the number of Directors constituting the full Board of Directors as fixed by these By-Laws shall constitute a quorum for a meeting, but a lesser number may by majority vote adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 9. Action at Meeting. The vote or concurrence of a majority of the number of Directors constituting the full Board of Directors as fixed by these By-Laws shall be required to decide any matter or take any action except to the extent that, a greater proportion is required by law, or the Articles of Organization or these By-Laws.

Section 10. Committees. The Directors may elect from their number an Executive Committee or other committees and may delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from

delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but, unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

ARTICLE III.

OFFICERS

Section 1. Designation. The officers shall be a President, a Treasurer, a Clerk and such other officers, including one or more Vice Presidents, Assistant Treasurers, Assistant Clerks and Secretary, as the Directors may determine.

Section 2. Election. The Treasurer and Clerk shall be elected annually by such stockholders as have the right to vote. The President shall be elected by and from the Directors at their first meeting following the annual meeting of the stockholders. Other officers may be chosen by the Directors at such meeting or at any other meeting.

Section 3. Qualification. No officer need be a stockholder. The Clerk, who shall be a resident of the Commonwealth, shall be sworn. So far as is permitted by law, any two or more offices may be held by the same person.

Section 4. Tenure. Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each officer shall hold office until the next annual meeting and until

his successor is chosen and qualified.

Subject to law, to the Articles of Organization and to these By-Laws, each officer shall have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. President and Vice President. The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, he shall preside, when present, at all meetings of stockholders and of the Directors. The President shall have the custody of the Treasurer's bond if such a bond is required by the Directors. Any Vice President shall have such duties and powers as the Directors may from time to time designate.

Section 6. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have care and custody of all funds, securities and valuable documents of the

corporation except as the Directors may otherwise provide. If required by the Directors, he shall give bond for the faithful performance of his duties in such form and with such sureties as the Directors may determine. Any Assistant Treasurer shall have such duties and powers as the Directors may from time to time designate.

Section 7. Clerk and Assistant Clerks. The Clerk shall keep an attested copy of the Articles of Organization and Articles of Amendment thereof and of these By-Laws, with a reference on the margin of these By-Laws to all amendments thereof and a true record of all meetings of stockholders in a book to be kept therefor, which book shall be kept at the principal office of the corporation and shall be open at all reasonable times to the inspection of any stockholder. In case a Secretary is not elected, the Clerk shall also keep records of all meetings of the Directors. The Assistant Clerk, if any, shall be sworn and shall record the proceedings of any meeting of stockholders and, if a Secretary is not elected, of any meeting of the Directors at which the Clerk is not present, and shall have such additional powers and duties as the Directors may designate. In the absence of the Clerk and the Assistant Clerk, if any, from any meeting of stockholders or from any meeting of the Directors, if a Secretary is not elected, a Temporary Clerk shall be chosen who shall be sworn and shall perform the duties of the Clerk. The Clerk shall also keep or cause to be kept the

stock and transfer books of the corporation which shall contain a complete list of all stockholders, their residences and the amount of stock held by each. Said books shall be kept at an office of the corporation in the Commonwealth of Massachusetts for the inspection of stockholders.

Section 8. Secretary. If a Secretary is elected, he shall keep a record of the meetings of the Directors. In the absence of such Secretary from any meeting of the Directors, a Temporary Secretary shall be chosen who shall perform the duties of Secretary.

ARTICLE IV.

REMOVALS

Class A directors may be removed from office with or without cause by the Class A stockholders. Class B Directors may be removed from office with or without cause by the Class B stockholders. The Director-at-large may be removed from office with or without cause by the Class A and Class B stockholders acting as a single class. Officers elected or appointed by the Directors may be removed from their respective offices with or without cause by the Directors. A Director or Officer may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him. The Directors may terminate the authority of any agent.

ARTICLE V.

VACANCIES

If the office of any Class A Director becomes vacant for any reason, a successor or successors may be elected by the Class A stockholders. If the office of any Class B Director becomes vacant for any reason, a successor or successors may be elected by the Class B stockholders. If the office of the Director-at-large becomes vacant for any reason, a successor may be elected by the Class A and Class B stockholders acting as a single class. In the case of a vacancy in any other office for any reason, the Directors may elect or appoint a successor or successors. Each such successor elected by the stockholders or elected or appointed by the Directors, as the case may be, shall hold office for the unexpired term, subject to the provisions of ARTICLE IV of these By-Laws.

ARTICLE VI.

CAPITAL STOCK

Section 1. Certificates of Stock. Each stockholder shall be entitled to a certificate stating the number and the class and the designation of the series, if any, of the shares, including a fractional share, if any, held by him, in such form as shall in conformity to law be prescribed from time to time by the Directors. Such certificate shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer and sealed with the corporate seal. Such signatures or the seal of the corporation, or

either or both the signatures and such seal may be facsimile if the certificate is signed by a transfer agent or by a registrar other than a Director, officer or employee of the corporation. It shall be the duty of each stockholder to notify the corporation of his post office address.

Section 2. Transfers. Subject to the restrictions, if any, in the Articles of Organization, transfers of shares of the corporation shall be made only on the stock record books of the corporation by the holder of record thereof or by his legal representative who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Clerk of the corporation and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 3. Replacement of Certificates. In case of the alleged loss, destruction or mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof upon such terms and conditions as the Directors may prescribe in conformity to law.

ARTICLE VII.

SEAL

The seal of the corporation shall, subject to alteration by the Directors, consist of a flat-faced circular die with the

of its incorporation.

ARTICLE VIII.

EXECUTION OF INSTRUMENTS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation, shall be signed by the President or the Treasurer.

ARTICLE IX.

FISCAL YEAR

Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall end on the thirty-first day of December in each year.

ARTICLE X.

MEETINGS OF STOCKHOLDERS OF A CLASS

The provisions of these By-Laws relating to the calling of, the giving of notice of and the quorum and voting requirements of meetings of stockholders shall apply to meetings of Class A stockholders, Class B stockholders and Class A and Class B stockholders acting as a single class, respectively.

ARTICLE XI.

AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the stockholders provided that the notice of such

meeting states the substance of the proposed alteration,
amendment or repeal.