

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Vincent R. Turco, Sheffield M. Edwards, Sr., Anthony J. Rose, Jr., Ward Abusamra, John J. Walsh, Jr., Joseph P. Costanza, all of the Town of South Kingstown, County of Washington, State of Rhode Island, and Alfred J. Roffer, of the City of Cranston, County of Providence, State of Rhode Island 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 Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of Rotary Club of Wakefield, Inc.

THIRD. Said corporation is constituted for the purpose of carrying out the objects of Rotary International, including the "charitable giving" program of said corporation in the Towns of South Kingstown and Narragansett, but said "charitable giving" program shall not be limited to any specified area.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-8 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 such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (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 purposes require, 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 members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, 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.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in So. Kingstown, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH

SIXTH

SEVENTH

OR AMENDMENT, CHANGE OF INCORPORATION, MERGER, OR SALE OF ASSETS,
OR LIQUIDATION, OF ANY OF THE ABOVE ENTITIES, THE SAME SHALL BE
VALID AND EFFECTIVE FROM THE DATE OF THE ADOPTION OF SUCH
RESOLUTIONS BY THE BOARD OF DIRECTORS OF THE COMPANY.
IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the
State of Rhode Island, this 1st day of January, 1961.

In Testimony Whereof, We have hereunto set our hands and stated our residences this

8TH

day of

FEBRUARY

A. D. 1973

NAME

RESIDENCE

1076 Main Street

Wakefield, R. I.

Wordens Pond

Wakefield, R. I.

Pine Hill Road

Wakefield, R. I.

Linden Drive

Kingston, R. I.

51 Kenyon Avenue

Wakefield, R. I.

North Road

Peace Dale, R. I.

150 Applegate Road

Cranston, R. I.

STATE OF RHODE ISLAND,

COUNTY OF Washington

In the City

Town

of South Kingstown

in said county this

8TH

day of

FEBRUARY

A. D. 1973, then

personally appeared before me Vincent R. Turco, Sheffield M. Edwards, Sr.,

Alfred J. Roffer, Anthony J. Rose, Jr., Ward Abusamra, John J. Walsh,

Jr., and Joseph P. Costanza

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.

Richard C. Dixon
Notary Public.

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Rotary Club of Wakefield, Inc.

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SECRETARY OF STATE
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