

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we MARIE N. PRESEL, EMILY L.

NELSON, LILIA G. NASH, KENNETH LOGOWITZ, and ARNOLD M. FRIEDMAN

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

Grandview Realty Corporation

THIRD. Said corporation is constituted for the purpose of (a) to plan, construct, erect, maintain, operate, and manage land, buildings, and improvements for the purpose of providing persons who are chronically mentally ill, and others in need of mental health care, with housing facilities and services designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis. (b) The corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual.

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 Providence _____, Rhode Island.
(City or ~~State~~)

(Further provisions not inconsistent with law)

FIFTH The corporation is empowered: a. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article THIRD hereof. b. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property. c. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successors and assigns, so long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development. d. In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the ~~SIXTH~~ payment of the corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, which corporation shall be an exempt ~~corporation~~ organization under provisions of Section 501(c)(3) of the Internal Revenue Code. PROVIDED, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development, or his nominee.

SIXTH The number of directors of the corporation shall be three, and shall be elected by the members of the corporation from the membership. The directors of the corporation must, at all times, be members of the corporation. No nonmember of the corporation may sit as a director. The original directors and the term for which each will serve, are set forth below:

MARIE N. PRESEL	One Year
LILIA G. NASH	One Year
KENNETH LOGOWITZ	One Year

~~SEVENTH~~ The directors shall serve without compensation.

The members of the corporation shall be those persons admitted to membership from time to time by the directors and who fulfill the qualifications set forth in the By-Laws.

The officers of the corporation, as provided by the By-Laws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at an annual meeting of directors for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the corporation.

The annual meeting of the corporation shall be held on a date in March of each year chosen by the directors.

SEVENTH By-Laws of the corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article THIRD hereof.

EIGHTH: So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

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

day of

A. D. 19 79

NAME	RESIDENCE
<i>Marie N. Presel</i>	291 President Ave., Providence, R.I.
<i>Emily L. Nelson</i>	1 Chestnut St., Providence, R.I.
<i>Lilia G. Nash</i>	41 Everett Ave., Providence, R.I.
<i>Kenneth Logowitz</i>	525 Elmgrove Ave., Providence, R.I.
<i>Arnold M. Friedman</i>	72 Waterman St., Providence, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City ~~Providence~~ of PROVIDENCE
in said county this *8th* day of *March* A. D. 19 79, then
personally appeared before me Marie N. Presel, Emily L. Nelson,
Lilia G. Nash, Kenneth Logowitz, and Arnold M. Friedman

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.

Jerome B. Spunt
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Grandview Realty Corporation

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 12 1979 19

He/m