

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Frank Turano, Wilfred Kay, Lillian
Dion, Dorothy Cochran, Frank Nigrelli, Joseph Lewiss, George Salimeno and
Raymond Castagna

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

WESTERLY SENIOR CITIZENS CENTER ASSOCIATION

THIRD. Said corporation is constituted for the purpose of providing and
maintaining a center catering to the needs and interests of the Senior Citizens
of the Town of Westerly, Rhode Island, the making of distributions to
organizations that qualify as exempt organizations under Section 501 (c) (3)
of the Internal Revenue Code of 1954 (or the corresponding provision of any
future United States Internal Revenue Law), for any other purpose permitted
by law.

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 Westerly, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. Distributions shall be limited to organizations that qualify as exempt under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH. Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, and literary purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH.

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

27th day of January A. D. 1982

NAME	RESIDENCE
Frank Turano	119 Shore Rd Westerly R.I. 02891
Wilfred Kay	439 ATLANTIC AVE. WESTERLY RI 02891
Lillian Dion	1531 Post Road Westerly R.I. 02891
Dorothy Cochran	54 1/2 Cedar Hill Rd Westerly RI 02891
Frank Nigrelli	R.F.D. 1 Westerly RI 02891
Joseph Lewiss	61 Narragansett Ave. Westerly, R.I. 02891
George Salimeno	25 Mounty Ave. Westerly R.I. 02891
Raymond Castagna	123 Warragay Rd, Westerly, R.I.

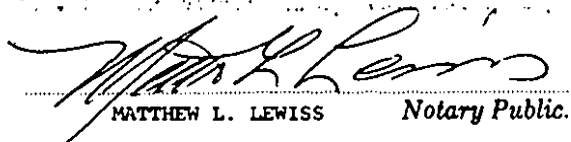
STATE OF RHODE ISLAND, }
COUNTY OF WASHINGTON }

In the City of Westerly
Town

in said county this 27th day of January A. D. 1982, then

personally appeared before me Frank Turano, Wilfred Kay, Lillian Dion, Dorothy
Cochran, Frank Nigrelli, Joseph Lewiss, George Salimeno and Raymond Castagna.

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.


MATTHEW L. LEWISS Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

WESTERLY SENIOR CITIZENS CENTER

ASSOCIATION

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 4 - 1982 19

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