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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**FILED**

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By C50749

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**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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SECRETARY OF STATE  
CORPORATIONS DIVISION  
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The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is CHURCH STREET ESTATES CORP.

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:  
See Addendum No. 1 attached herewith and made a part hereof

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:  
See Addendum No. 2 attached herewith and made a part hereof

5. The address of the initial registered office of the corporation is 3460 Mendon Road,  
(Street Address, not P.O. Box)  
Cumberland, RI 02864, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
 address is Albert B. West, Esq., 3460 Mendon Road, Cumberland, RI 02864  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 7  
(not less than three directors)  
 and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Claudette Kuligowski</u>	<u>12 Thibeault Trail, Smithfield, RI 02917</u>
<u>Joseph Lamagna</u>	<u>23 Aurora Drive, Cumberland, RI 02864</u>
<u>Eugene McMahon</u>	<u>11 Edgemere Road, Pawtucket, RI 02861</u>
<u>Richard Hilton</u>	<u>588 Broad Street, Cumberland, RI 02864</u>
<u>John MacQueen, Jr.</u>	<u>48 Sleepy Hollow Drive, Cumberland, RI 02864</u>
<u>Joseph Tudino</u>	<u>47 Clark Road, Smithfield, RI 02917</u>
<u>Dorothy Mason</u>	<u>7 Church Street, Apt. 206, Smithfield, RI 02917</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Beverly A. Manoogian</u>	<u>3460 Mendon Road, Cumberland, RI 02864</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin Immediately upon the filing of these  
 Articles of Incorporation (not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 23, 2004

Beverly A. Manoogian  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Signature of each Incorporator

ARTICLES OF INCORPORATION

ADDENDUM NO. 1

THIRD: The purpose or purposes for which the corporation is organized are:

a. This corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially 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 provisions, maintenance, and operation thereof on a nonprofit basis.

b. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of 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 or in opposition to 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 (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

c. To provide elderly or disabled persons with housing facilities and services specially 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 non-profit basis.

d. The Corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ADDENDUM NO. 2

FOURTH: Provisions (if any) for the regulation of the internal affairs, including provisions for the distribution of assets on dissolution or final liquidation, are:

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 II hereof, but solely in connection with the project assisted under (Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act).

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 capital advances or project rental assistance under (Section 202 or Section 811). 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. Upon the dissolution of the corporation, all of the remaining assets of the corporation shall be distributed only to one or more organizations created and operate for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

The Directors (Trustees) shall serve without compensation.

The Directors of the corporation shall, at all times, be limited to individuals who have the approval of the board of VALLEY AFFORDABLE HOUSING CORP., the said sponsoring organization. If the aforesaid approval is withdrawn, such action shall constitute automatic resignation as a director of the corporation.

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 the annual meeting, for terms of one (1) year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held on the 2nd Monday in June of each year.

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 II hereof.

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

e. 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 II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

f. 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.

g. 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 capital advances and project rental assistance under Section 202 or Section 811. 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.

h. 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 and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes: 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.