

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Gerald N. Butterworth, Bradley J. Clough
Robert P. Ritaco, Edgar J. Downes, Donald N. Hagist, Bradley J. Ballard,
Rick LaFlame, William E. Hey, and Thomas Sadow.....

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.....
SOUTH COUNTY FLYERS INC.

THIRD. Said corporation is constituted for the purpose of.....
Owning, operating, and financing of aircraft for personal recreation.

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 associa-
tion 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 conduct-
ing 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 RICHMOND, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. Said members will be sole operators of said aircraft,  
unless all members agree to leasing aircraft to a third party...

SIXTH. All aircraft owned by this corporation shall always be  
fully insured for complete replacment and standard liability....

SEVENTH

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

Twenty Eighth day of February A. D. 19 78

	NAME	RESIDENCE
Pres.	David H. Battenworth - Richmond Avenue W. Kingston, R.I. 02892	William E. King, 1 DELRAY DRIVE R6A NARRAGANSETT, R.I. 02882
	Bradley J. Clough 130a, 143 Carroll Park, Charlestown, R.I. 02813	Thomas Jordan P O Box 12 Carolin, R.I.
V. Pres.	Robert P. Rotger, 185 North Rd. Kingston, R.I. 02881	
Sect.	Don W. Hagist 191 Bloccum Rd. Saunderton RI 02874	
	Bradley J. Ballard Rt 112 Carolina, R.I. 02812	
Sect. 11	Edgar J. Dourst, 120 Bay View Ave Cranston, R.I.	
	Rick L. Flannery 2 Onondaga Rd Narr. RI.	

STATE OF RHODE ISLAND, }  
COUNTY OF Wash. }

In the City of Kingston of Kingston  
Town Kingston

in said county this 13th day of Sept A. D. 19 78, then

personally appeared before me

all the above

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.

Edward Smith  
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

XXXXXXXXXXXXXXXXXXXXXX.

SOUTH COUNTY ELMERS, INC.

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

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