

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Richard T. Rizzi,
Marilyn Lizzio, Kathryn H. Stevenson, James R. Kaler and
John R. Kirchner

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
THE JOSEPH S. SINCLAIR FAMILY FOUNDATION, INC.

THIRD. Said corporation is constituted for the purpose of promoting worthy charitable, literary, educational and scientific causes, and will be operated exclusively for charitable, literary, educational and scientific purposes, including for such purposes, the making of distributions to universities, hospitals, medical research institutes, social welfare organizations, museums and other institutions engaged in fostering the arts and literature, and other like organizations all of which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any subsequently enacted Federal tax 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 Providence, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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.

SIXTH. The corporation shall have no members.

SEVENTH. The initial board of directors shall be as set forth in Article Twelfth of these Articles of Association. Successor or additional directors shall be elected or appointed as provided in the by-laws of the corporation.

EIGHTH, NINTH, TENTH, ELEVENTH AND TWELFTH - See Rider Attached.

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

19th

day of December

A. D. 19⁷⁸

NAME	RESIDENCE
<i>Richard T. Rizzi</i> Richard T. Rizzi	4206 Wilton Woods Lane Alexandria, Virginia 22310
<i>Marilyn Lizzio</i> Marilyn Lizzio	9204 Kimbark Ave. Lanham, Maryland 20801
<i>Kathryn H. Stevenson</i> Kathryn H. Stevenson	1324 Rittenhouse St., N.W. Wash., D. C. 20011
<i>James R. Kaler</i> James R. Kaler	8202 Houston Ct. Takoma Park, Maryland 20012
<i>John R. Kirchner</i> John R. Kirchner	5614 Bellington Ave. Springfield, Virginia 22151

DISTRICT OF COLUMBIA
~~STATE OF MARYLAND~~

~~COUNTY OF~~

DISTRICT
In the ~~CITY~~ } of COLUMBIA
~~TOWNSHIP~~

~~XXXXXX~~ this 19th day of December A. D. 19⁷⁸, then

personally appeared before me Richard T. Rizzi, Marilyn Lizzio,
Kathryn H. Stevenson, James R. Kaler and John R. Kirchner

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.

Gervais H. Rizzi
Notary Public.

My Commission Expires Jan. 1, 1982

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

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SECRETARY OF STATE

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EIGHTH: Provisions for the regulation of the internal affairs of the corporation will be provided for in By-Laws.

NINTH: 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 subsequent Federal tax 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 subsequent Federal tax law).

TENTH: The Articles of Association of the corporation may be amended from time to time by unanimous vote of the Board of Directors; provided, that no amendment or alteration shall change any of the provisions upon which the exemption from taxation, pursuant to the applicable section of the Internal Revenue Code of 1954 (or any subsequently enacted Federal tax law), has been granted unless a favorable ruling on such change has been obtained from the Internal Revenue Service.

ELEVENTH: In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, or whether by operation of law or otherwise, none of the property of the corporation, nor any proceeds thereof, nor any other assets of the corporation shall be distributed to or shall inure to the benefit of its directors, officers or other private persons. Upon such liquidation, dissolution or winding up of the corporation, the Board of Directors 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, education, literary or scientific 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 subsequent Federal tax law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction over the dissolution of corporations organized under Chapter 7-6 of the General Laws of Rhode Island (as amended) exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: The number of Directors constituting the initial Board of Directors is six (6) and the names and addresses, including street and number, of the persons who are to serve as the initial Directors until successor or additional Directors are elected or appointed as provided in the By-Laws, are:

<u>Name</u>	<u>Address</u>
Joseph S. Sinclair	3 Harion Road, Providence, Rhode Island 02906
Rosalyn K. Sinclair	3 Harion Road, Providence, Rhode Island 02906
Jodie C. Sinclair	3 Harion Road, Providence, Rhode Island 02906
Lani P. Sinclair	3 Harion Road, Providence, Rhode Island 02906
Steven B. Dwares	3 Harion Road, Providence, Rhode Island 02906
Alan M. Gilstein	144 Westminister Street Providence, Rhode Island 02903 02903