

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Ernest N. Agresti of the City of East Providence, County of Providence, State of Rhode Island, and Stephen A. Fanning, Jr., Ronald R. Lagueux, Calvert C. Groton and Charles G. Edwards, all of the City of Providence, in said County and State

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.

SECOND. Said corporation shall be known by the name of Rhode Island Orthopedic Society

THIRD. Said corporation is constituted for the purpose of promoting and advancing the science and art of orthopedic surgery; promoting and advancing friendly intercourse amongst physicians; enlightening and directing public opinion in regard to the problems of orthopedic surgery; doing any and all things necessary or incidental to any of the foregoing. Said purposes may be carried out either alone or in conjunction with others.

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

(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). But if such corporation 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)

In Testimony Whereof, We have hereunto set our hands and stated our residences this
2nd day of November A. D. 1960

NAME	RESIDENCE
<u>Ernest N. Agresti</u>	<u>173 Orchard St., East Providence, R. I.</u>
<u>Stephen A. Fanning, Jr.</u>	<u>67 Tyndall Avenue, Providence, R. I.</u>
<u>Ronald R. Lagueux</u>	<u>15 Firglade Avenue, Providence, R. I.</u>
<u>Calvert C. Groton</u>	<u>22 Irving Avenue, Providence, R. I.</u>
<u>Charles G. Edwards</u>	<u>69 Brenton Avenue, Providence, R. I.</u>

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City Providence of Providence
~~XXXXXX~~
in said county this 2nd day of November A. D. 1960, then
personally appeared before me Ernest N. Agresti, Stephen A. Fanning, Jr.,
Ronald R. Lagueux, Calvert C. Groton, and Charles G. Edwards

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.

Ernest C. Kohlman
Notary Public.

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. Said corporation may acquire by purchase or otherwise real and personal property and such facilities as it may deem necessary or desirable for the exercise of the foregoing purposes or any purposes incidental thereto, and may operate the same or cause the same to be operated; and shall have power to permit others to use such property and facilities either with or without remuneration; and said corporation may lease the same or any part thereof to others.

SIXTH. It is hereby declared that this corporation is organized exclusively for charitable, scientific and educational purposes and that no part of its net earnings shall inure to the benefit of any individual, and that no substantial part of its activities shall be carrying on propganda, or otherwise attempting to influence legislation. The corporation shall not engage in any activity other than that defined in Section 170 (c) (2) of the Internal Revenue Code of 1954 as the same is now or may hereafter be constituted.

SEVENTH. The legal title to all property and assets of the corporation shall be vested in the corporation. Termination of membership in the corporation for any cause whatsoever shall operate as a release of all interest in the corporation by any member thereof.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 28525 Providence Nov. 2, 1960.

I Hereby Certify That Rhode Island Orthopedic Society

has paid into the State Treasury a fee of

Twenty Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Defawlsky

General Treasurer

173

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

RHODE ISLAND

ORTHOPEDIC SOCIETY

FILED IN THE OFFICE OF THE SECRETARY OF STATE

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