

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Dolores M. Buc, Alice M. Frye, Mae V. Armfield, Katherine A. D'Onofrio, and Mary S. McGaughan

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 Humane Society of Jamestown, Rhode Island, Inc.

THIRD. Said corporation is constituted for the purpose of

SEE ATTACHED STATEMENT

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)

Article Third. Said corporation is constituted for the exclusive purpose of establishing, promoting, encouraging, developing and operating of educational, social, cultural and literary programs for its members and the citizens of Jamestown, Rhode Island which are designed to: accomplish charitable and humane acts of welfare for animals; foster in children positive attitudes of kindness toward animals and a respect for all living things through a program of humane education; and reduce the ability of companion animals through a program of altering and financial assistance to those unable to afford prevailing veterinarian fees; and receiving and administering grants-in-aid, donations and endowments of every kind and nature from individuals, foundations, trusts, corporations, public bodies and governmental agencies in connection with such purposes and of performing all such auxiliary functions as may be necessary or convenient to the carrying out of such purposes.

This corporation is organized without capital stock and shall be operated exclusively for charitable, scientific, literary and educational purposes. No part of the net earnings or property of said corporation shall inure to the benefit of or be distributable to its members, officers, directors or governors or other private individuals, or be used or appropriated for other than said purposes, except that said corporation shall be authorized to pay reasonable compensation for services rendered. No substantial part of the activities of said corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and said corporation shall not participate in, or intervene in (including the publishing or distributing 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 the United States or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of said Internal Revenue Code.

Article Fifth. Members. Qualifications.

The members shall be the Board of Directors of the corporation ex officio, and such other persons, corporations or organizations who shall pay such initiation fees, annual dues and fulfill such other requirements as may from time to time be established by the Board of Directors. The Board of Directors shall be the sole judge of the qualifications of the members and its determination as to whether such person, corporation or organization is or is not a member shall be final. The Board of Directors may in its discretion create different classifications of members and prescribe different annual dues for each class.

Article Sixth. In the event of dissolution, winding up, or other liquidation of the assets of said corporation, whether voluntary, involuntary or by operation of law, its assets, after paying or making provision for the payment of all of the liabilities of the corporation, shall be distributed to such organization or organizations organized and operated exclusively for religious, charitable, scientific, or educational 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 Revenue law), as the Board of Directors shall determine.

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

(Further provisions not inconsistent with law)

FIFTH.....

SEE ATTACHED STATEMENT.....

SIXTH.....

SEE ATTACHED STATEMENT.....

SEVENTH.....

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

10<sup>TH</sup> day of November A. D. 1971

NAME	RESIDENCE
Dolores M. Buc	Summit Cir. Jamestown - R. I
Alice M. Frye	12 Reservoir Circle Jamestown R. I
Mae V. Armfield	18 Reservoir Circle, Jamestown, R. I
Katherine A. D'Onofrio	17 Reservoir Circle, Jamestown, R. I
Mary S. McLaughan	Stearns Farm, Jamestown, R. I

STATE OF RHODE ISLAND, }  
COUNTY OF NEWPORT }

In the ~~City~~ Town of Jamestown

in said county this 10<sup>TH</sup> day of November A. D. 1971, then

personally appeared before me Dolores M. Buc, Alice M. Frye, Mae V. Armfield, Katherine A. D'Onofrio and Mary S. McLaughan

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.

*Janet L. W. [Signature]*  
Notary Public

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE HUMANE SOCIETY OF

JAMESTOWN, RHODE ISLAND, INC.

JSS\*\*\*\*\* OHS 21412 11-11-71 AU  
IN 345

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

NOV 11 1971



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