

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Christine S. Dansie, Artemis B. Ramaker, Richard A. Soderberg, Roderick P. Urquhart, Ruth J. Urquhart, Lawrence A. Washburn, Lenore Washburn, all of the Town of South Kingstown, R.I.; David D. Hayes, of Kenyon, R. I.; Ellen F. Lang, of North Kingstown, R.I.; Arline P. Tilton, and J. Malcolm Tilton, both of Narragansett, R.I.; 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  
Peace Dale United Church Housing, Inc.

THIRD. Said corporation is constituted for the purpose of  
To conduct research and planning and to take action directed toward the improvement of living, working, housing, recreational and educational conditions of people in the community, with a view to lessening neighborhood tensions, combating community deterioration and lessening burdens of government in the metropolitan, suburban and rural areas of Rhode Island; to develop community knowledge and understanding in Rhode Island, of such conditions and the means to alleviate the same, by preparing, publishing and disseminating through all available media of communication, studies, data and information relating to such conditions; to build, own and operate housing and related facilities suited to the special needs and living requirements of eligible occupants as determined by Farmers Home Administration, Department of Housing and Urban Development, Rhode Island Housing Finance Authority and other Federal and state agencies involved in providing housing for low and moderate income families and the elderly and handicapped families; to promote the welfare of elderly and/or handicapped families; to build, own and operate other public facilities subject to the special needs of the community; to undertake and accomplish the foregoing on its own initiative, or for, or with the cooperation, assistance or support of, any one or more governmental agencies, instrumentalities, organizations, associations or individuals, public or private.

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). 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)

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

(Further provisions not inconsistent with law)

FIFTH. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SIXTH. The corporation is nonprofit and shall not have or issue capital stock nor pay dividends. No part of the corporation's net earnings or assets shall inure to the benefit of its directors, officers, or other private individuals except as reasonable compensation for services rendered. Reasonable compensation may be paid to a director, officer or other person or organization for services rendered to the corporation in furthering or effecting one or more ~~XXXX~~ of its charitable, religious or educational purposes.

SEVENTH. Notwithstanding any other provision of these Articles of Association, the corporation shall not in accordance with the provisions set forth in Title 7, Chapters 6-19 of the Rhode Island General Laws, or corresponding provisions of any subsequent amendments thereto:

- A. Engage in any act or "self-dealing," as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent amendments thereto;
- B. Retain any "excess business holdings," as defined in Section 4943(c) of said code;
- C. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of said code, so as to give rise to any liability for tax imposed ~~on this corporation~~ on this corporation by Section 4944 of said code; or
- D. Make any "taxable expenditures," as defined in Section 4945(d) of said code.

In addition to the foregoing provisions of this Article VII, the corporation shall distribute amounts for the purposes specified in its Articles of Association, in such manner and at such times as are at least sufficient to avoid liability for the tax imposed by Section 4942 of said code.

Further, the corporation shall not carry on any activity 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, or corresponding provisions of any subsequent Federal tax laws or (b) by a corporation, contributions to which are deductible as described in Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Frederick P. Heagerty - 12 Sky Brown Farm Rd. Wakefield, R.I.  
Ruth J. Wagonhart  
Laurance A. Wagonhart - R.F.D. 3 Peace Dale, R.I. 02879  
George D. Wagonhart - R.D. #3 Peace Dale, R.I.  
David D. Borge - Box 134 Kenyon, R.I. 02896

Ellen G. Long - 1495 Ten Rod Rd. N. Kingstown R.I. 02852  
Valerie P. Tilton - R.F.D. 9 Peace Dale Management, R.I.  
J. Michael Tilton - " " " " " "

STATE OF RHODE ISLAND, }  
COUNTY OF Washington }

In the City  
Town

} of South Kingstown

in said county this 14<sup>th</sup> day of December A. D. 1977, then

personally appeared before me Christina S. Danne, Artemis B. Ramcher,  
Richard A. Exelberg, Rudolph P. Wagonhart, Ruth J. Wagonhart, Laurance  
A. Wagonhart, George D. Wagonhart, David D. Borge, Ellen G. Long,  
Archie P. Tilton, J. Michael Tilton

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.

Robert B. Tilton

Notary Public.

✓ 301  
Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

PEACE DALE UNITED CHURCH HOUSING, INC.

REC-29-77 REC-57  
STATE 7061 CD- 21.00

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

DEC 29 1977

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EIGHTH The membership of the corporation shall consist of not more than twelve (12) members elected by the New Samaritan Corporation, a Connecticut non-business corporation. Peace Dale Congregational Church shall nominate a slate of at least ten (10) candidates, one of whom shall be a minister of the Peace Dale Congregational Church. The members shall not be entitled to vote for the election of the initial directors or for the adoption of the initial by-laws at the organizational meeting of the corporation. The initial Board of Directors shall consist of those persons named in Article NINTH hereof. The initial by-laws shall be adopted by the incorporators at the organizational meeting of the corporation. Subsequent to the organizational meeting of the corporation, each member shall be entitled to one (1) vote on each matter submitted to a vote of the members, including the election of directors and the amendment of by-laws.

NINTH The Board of Directors shall be vested with the management of the activities, property and affairs of the corporation.

The Board of Directors shall be composed of at least twelve (12) directors filled in the following manner.

All directors except two in number shall be nominated and elected to office by the members of the corporation in accordance with the by-laws. Two directors shall be appointed by the Board of Directors of the New Samaritan Corporation, a Connecticut non-stock corporation, located in North Haven, Connecticut. The term of office of a director shall be one(1) year. Vacancies in respect to elected directors may be filled for the unexpired term by the meeting of the corporation in accordance with the by-laws. Vacancies in respect to the unexpired term of an appointed director shall be filled by the Board of Directors of the said New Samaritan Corporation.

The First Board of Directors shall consist of the following named persons who shall serve until the annual meeting of members next following the date of incorporation of the corporation, or until their successors are duly chosen and elected:

Christina S. Dansie  
David D. Hayes  
Ellen F. Lang  
Artemis B. Ramaker  
Richard A. Soderberg  
Elizabeth Davidson  
Arthur Higgins

Arline P. Tilton  
J. Malcolm Tilton  
Roderick P. Urquhart  
Ruth J. Urquhart  
Lawrence A. Washburn  
Lenore Washburn

TENTH The duration of the corporation shall be unlimited. In the event of the dissolution of the corporation or the termination of its corporate existence, the assets of the corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Assets held by the corporation upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(3) All other assets shall be transferred to an organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government, for a public purpose.

No part of the property or assets of the corporation shall inure to the benefit of any directors, officers or employees of the organization.

ELEVENTH These Articles of Association may be amended from time to time by a two-thirds (2/3) vote of the members present at a meeting at which a quorum is present, provided that written notice of such action shall have been given in the notice of the meeting, and further provided that the Articles may not be amended to permit any corporate action forbidden to any corporation or organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, and further provided that the Articles may not be amended without the written consent of the said New Samaritan Corporation.