

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we ..... JEANNE HENNESSEY, BARBARA F. LA PORTE,  
EUGENE D. KENNERLY, MARGARET DIMUCCIO, EDITH DRAKE AND MARIE C. JUDGE

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 .....  
Senior Companion Program of Rhode Island, Inc.

THIRD. Said corporation is constituted for the purpose of to provide low income individuals the supportive services necessary to enable them to work as volunteers on a one to one basis with elderly and handicapped Rhode Islanders in order to prevent or procrastinate institutionalization; to raise funds; to hold property; to serve charitable purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provisions of any future United States Internal Revenue Code; any other lawful purpose.

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 enure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and 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. 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 future United States Internal Revenue 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 provisions of any future United States Internal Revenue Law).

SIXTH. Upon the dissolution 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, scientific, religious, literary 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 Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH

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

6th day of December, A. D. 1982.

NAME	RESIDENCE
<i>Jeanne M. Hennessey</i>	- 47 Hargraves Drive, Portsmouth, Rhode Island 02871
<i>Barbara F. La Porte</i>	- One Pine Edge Court, Warwick, Rhode Island 02889
<i>Eugene D. Kennerly</i>	55 Watson Avenue, Narragansett, Rhode Island 02882
<i>Margaret Di Muccio</i>	119 Kingwood Avenue, Cranston, Rhode Island 02920
<i>Edith Drake</i>	57 Fairmount Avenue, Providence, Rhode Island 20908
<i>Marie C. Judge</i>	37 Shell Drake Road, Wakefield, Rhode Island 02879

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE }

In the City of PROVIDENCE  
Town }

in said county this 6th day of December, A. D. 19 82, then  
personally appeared before me JEANNE HENNESSEY, BARBARA F. LA PORTE, EUGENE D.  
KENNERLY, MARGARET DIMUCCIO, EDITH DRAKE AND MARIE C. JUDGE

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.

*Francis A. Gaschen*  
Francis A. Gaschen Notary Public.

*Notary Public*

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Senior Companion Program of  
Rhode Island, Inc.

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SECRETARY OF STATE

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