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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Club Social do Grupo Amigos da Terceira, Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

THIRD: The specific purpose or purposes for which the corporation is organized are:

A club organized for pleasure, recreation and other non-profitable purposes, as said term have been and shall be defined pursuant to Section 501 (c)(7) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or any successor section thereto.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Attachment

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PROVIDENCE

FOURTH: Provisions, if any, for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article Second. 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 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 distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501 (c) (7) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

(b) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively as a club organized for pleasure, recreation and other nonprofitable purposes, as said terms have been and shall be defined pursuant to 501(c)(7) of the Code, or under any successor sections thereto. All powers of the corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax, and all purposes and powers therein shall be interpreted and exercised consistently with this intention.

(c) The entire net income of the corporation, less reasonable reserves for the operation of the corporation as the Board of Directors shall deem prudent, if any, shall be conveyed, transferred, distributed, and set over outright to Grupo Amigos da Terciera, Inc., a Rhode Island non-profit corporation, if the same shall continue to exist as of the date of such conveyance, transfer, or distribution, and contributions to such organization are not deductible under Section 170(c) of the Code and such organization is not exempt from income tax under section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto; AND PROVIDED FURTHER, that in the event Grupo Amigos da Terciera, Inc. does not continue to exist as of the date of such conveyance, transfer, or distribution, or if contributions to such organization are not deductible under Section 170(c) of the Code and such organization does not qualify as exempt from income tax under section 501(c)(3) of such Code as such section may, from time to time, be amended or

added to or under any successor section thereto, the entire net income of the Corporation, less reasonable reserves for the operation of the corporation as the Board of Directors shall deem prudent, shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for non profit purposes, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote. It is the intention that this corporation shall be exempt from state and local real and personal property taxes pursuant to R.I.G.L. §44-3-3(14) or under any successor sections thereto, and all purposes and powers therein shall be interpreted and exercised consistently with this intention.

(d) In the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to any successor club organized for pleasure, recreation and other nonprofitable purposes, as said terms have been and shall be defined pursuant to 501(c)(7) of the Code as a majority of the total number of the members of the corporation may by vote designate; PROVIDED, HOWEVER, that in the event the members by majority vote do not so designate a successor club, the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to Grupo Amigos da Terciera, Inc., a Rhode Island non-profit corporation, if the same shall continue to exist as of the date of such conveyance, transfer, or distribution, and contributions to such organization are not deductible under Section 170(c) of the Code and such organization is not exempt from income tax under section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto; AND PROVIDED FURTHER, that in the event Grupo Amigos da Terciera, Inc. does not continue to exist as of the date of such conveyance, transfer, or distribution, or if contributions to such organization are not deductible under Section 170(c) of the Code and such organization does not qualify as exempt from income tax under section 501(c)(3) of such Code as such section may, from time to time, be amended or added to or under any successor section thereto, the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for non profit purposes, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income

tax under section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporations' property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

GRUPO AMIGOS DA TERCEIRA INC.
PO BOX 1002
PAWTUCKET, RI 02862

November 18, 1996

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

To Whom It May Concern:

Please be advised that we do hereby consent to the use of the name "Grupo Amigos da Terceira" to be used by Club Social do Grupo Amigos da Terceira, Inc., a to be formed Rhode Island non-business corporation.

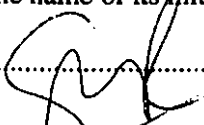
Grupo Amigos da Terciera, Inc.

By:  _____

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)

170 Westminster Street, Providence, RI 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Francis D. Parisi, Esq.



Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 10, and the names and addresses of the persons who are to serve as the initial directors are:

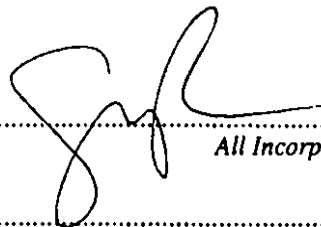
Name	Address
Jose Faria	6 Verdon St., Central Falls, RI
Francisio Santos	448 Weeden St., Pawtucket, RI
Olympio DeCosta	148 Bliss St., East Providence, RI
Evelyn Costa	48 Woodlawn Ave., Pawtucket, RI
Victor Santos	19 Derby St., Pawtucket, RI
Ivo Godinho	18 Belmont Ave., East Providence, RI

SEVENTH: The name and address of each incorporator is:

Name	Address
Francis Parisi	170 Westminster St., Providence, RI 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Dated November 19, 1996



All Incorporators must sign

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.