

# State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we.....

William T. O'Hara, Thomas R. Peterson, O.P., Lucille McKillop, R.S.M.....

William H. Rizzini, Howard R. Swearer, Morris J. W. Gaebe.....

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.....  
Rhode Island Independent Higher Education Association.....

THIRD. Said corporation is constituted for the purpose of.....  
To interpret to the public the role and contributions of the independent institutions of higher education in Rhode Island;

To serve as a source of information for appropriate public and private agencies and the public as a whole;

To afford maximum opportunity for consultation between the independent and public institutions of the state in providing educational services to the people and students of Rhode Island;

To encourage consultation and cooperation among its own members regarding academic programs, research, and community service;

To study jointly, with its members, appropriate public and private organizations or bodies, the current ability, and the future potential of independent institutions of higher education in Rhode Island to meet the educational needs of the state.....

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 Warwick, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH Said coporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

SIXTH No part of the net earnings of the corporation shall inure 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 to make payments and distributions in futherance of the purposes set forth in Article Fifth 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 provision of any future United States Internal Revenue Law).

SEVENTH Upon the dissolution of the corporation, the Board of Trustees 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, educational, religious, or scientific 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 Trustees 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.

EIGHTH No person shall be denied any of the privileges or honors of the association on account of religion, race, color, national origin, or sex.

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

17th day of April A. D. 1979.

NAME	RESIDENCE
<i>William T. O'Hara</i>	Bryant College, Smithfield, RI
<i>Thomas R. Peterson, O.P.</i>	Providence College, Providence, RI
<i>Lucille McKillop, R.S.M.</i>	Salve Regina College, Newport, RI
<i>William H. Rizzini</i>	Roger Williams College, Bristol, RI
<i>Howard R. Swearer</i>	Brown University, Providence, RI
<i>Morris J. W. Gaebe</i>	Johnson & Wales College, Providence, RI

STATE OF RHODE ISLAND, }  
COUNTY OF Kent }

In the City of Warwick  
Town }

in said county this 17th day of April A. D. 1979, then  
personally appeared before me

William T. O'Hara, Thomas R. Peterson, O.P., Lucille McKillop, R.S.M.,

William H. Rizzini, Howard R. Swearer, Morris J. W. Gaebe

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.

*William F. Flanagan*

William F. Flanagan

Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE  
APR 20 1979

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*Handwritten signature*



# RHODE ISLAND HIGHER EDUCATION ASSISTANCE AUTHORITY

Thomas M. Carmody  
Chairman

Albert E. Carlotti  
Vice Chairman

Gloria L. Lincourt  
Secretary

John J. Kane  
Treasurer

Dr. William Croasdale

Earle Y. DeGraphenried

Sen. Robert J. McKenna

Dr. William P. Robinson, Jr.

Rep. Matthew J. Smith

April 20, 1979

John E. Madigan  
Executive Director

The Honorable Robert F. Burns  
Secretary of State  
State of Rhode Island and  
Providence Plantations  
State House  
Providence, Rhode Island

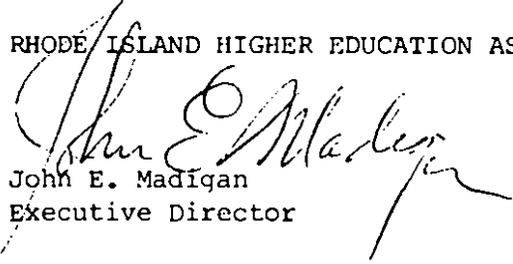
Dear Secretary of State:

An organization wishing to incorporate under the name of Rhode Island Independent Higher Education Association was informed by your office that due to the similarity of names between it and the Rhode Island Higher Education Assistance Authority, they would need agreement from our organization that they could in fact use the organizational title they requested.

We do not see any conflict in their use of the suggested organizational title, and have no objection to their use of the title they have requested for their organization.

Sincerely,

RHODE ISLAND HIGHER EDUCATION ASSISTANCE AUTHORITY

  
John E. Madigan  
Executive Director

JEM:ac

Correspondence Address:

Grants and Scholarships: 274 Weybosset St., Room 401, Providence, R. I. 02903 • 277-2050

Guaranteed Student Loans: 274 Weybosset St., Room 402, Providence, R. I. 02903 • 277-2060