

# State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we, PATRICK G. KIRBY,  
BRADFORD A. BECKEN, RICHARD A. PLOTKIN, WILLIAM R. HARVEY,  
and WALTER S. DOUGLAS,

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  
Newport Health Foundation, Inc.

THIRD. Said corporation is constituted for the purpose of supporting and encouraging the development of comprehensive, integrated health care related services for the advancement and well-being of the community, through fund-raising and fund management in the furtherance of the purposes of Newport Health Care Corporation and through all other relevant means. Said Corporation is organized exclusively for charitable, scientific and educational purposes as a non-business, not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings or profits will inure to the benefit of, or be distributable to, any member, Trustee, officer or other individual, except organizations which qualify for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that said Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-7.1 and 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 certain corporations organized for the purposes enumerated in § 7-8-8. 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 Newport, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH: The sole member of said Corporation shall be Newport Health Care Corporation, a Rhode Island charitable, non-business, not-for-profit corporation. The rights, powers, authority, and procedures of the sole member shall be as set forth from time to time in the By-Laws of said Corporation.

SIXTH: 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

~~SIXTH~~  
SEVENTH: In the event of the dissolution of said Corporation or the winding up of its affairs or other liquidation of its assets, said Corporation's property shall be conveyed or distributed, as the Board of Trustees of said Corporation may determine, to organization(s) which are organized and operated for charitable purposes similar to those of the Corporation and which qualify, at the time of such conveyance or dissolution, as organization(s) which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; provided that any remaining assets shall be disposed of exclusively to organization(s) which are organized and operated exclusively for charitable purposes similar to those of said Corporation, as determined by a court of competent jurisdiction of the State of Rhode Island.

~~SEVENTH~~  
EIGHTH: Notwithstanding any other provisions of these Articles of Association, said Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation which qualifies for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

NINTH: All references herein: (i) to the Internal Revenue Code, shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

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

..... fifth ..... day of ..... December ..... A. D. 1983

NAME	RESIDENCE
<i>Patrick G. Kirby</i>	<i>31 Clarke St Newport</i>
<i>Bradford A. Becken</i>	<i>260 Fischer Crade, Portsmouth</i>
<i>Richard A. Plotkin</i>	<i>Lynn Ave, Newport</i>
<i>William R. Harvey</i>	<i>194 Thurston Beach Rd, Middletown</i>
<i>Walter S. Douglas</i>	<i>RR-1 Box 34M, Jamestown R.I.</i>

STATE OF RHODE ISLAND, }  
COUNTY OF NEWPORT }

In the City } of Newport  
Town }

in said county this ..... fifth ..... day of ..... December ..... A. D. 1983, then

personally appeared before me ..... PATRICK G. KIRBY, BRADFORD A. BECKEN,  
RICHARD A. PLOTKIN, WILLIAM R. HARVEY, and WALTER S. DOUGLAS,

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.

*Richard A. Plotkin*  
.....  
Notary Public.

