

# State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we David G. Payton, Robert Zannini,  
Anne Colannino, Martin J. Payton, Ella Zannini

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 Kaleidoscope Theatre

THIRD. Said corporation is constituted for the purpose of creating and performing  
educational theatrical plays and workshops for participation with students of  
elementary, middle, junior and senior high schools, clubs and organizations.  
To establish an educational resource center to be used by educators and students.  
To create the opportunity for talented young people to develop by actively  
participating in the production and performances. To evaluate the educational  
content of the theatrical presentations through informational feedback sheets  
and teacher observation. To educate and entertain young people through the  
medium of presentational and participatory drama.

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. See Attached

SIXTH. See Attached

SEVENTH. See Attached

In Testimony Whereof, We have hereunto set our hands and stated our residences this  
21<sup>st</sup> day of *April* A. D. 19<sup>78</sup>

NAME	RESIDENCE
<i>Robert Zannini</i>	<i>169 Sumter St. Prov.</i>
<i>Mrs. Ella Zannini</i>	<i>123 Courtland St.</i>
<i>David Payton</i>	<i>169 Sumter St. Prov.</i>
<i>Martin J. Payton</i>	<i>40 Greenfield St. - Prov. R.I.</i>
<i>Gene M. Colaninno</i>	<i>101 Baklan Ave., Apt. 12, Cranston</i>

STATE OF RHODE ISLAND, }  
COUNTY OF *Providence*. }

In the City }  
Town } of *Providence*  
in said county this *21<sup>st</sup>* day of *April* A. D. 19<sup>78</sup>, then  
personally appeared before me *Robert Zannini, Ella Zannini, David*  
*Payton, Martin Payton and Gene Colaninno*

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.

*M. Gene D. Carver*  
Notary Public.  
*Commission Expires 6-30-81*



Kaleidoscope Theatre

Board of Directors

1. David G. Payton, 169 Sumter Street, Providence, R.I.
2. Martin J. Payton, 40 Greenfield Street, Pawtucket, R.I.
3. Robert A. Zannini, 169 Sumter Street, Providence, R.I.
4. Ella Zannini, 123 Courtland Street, Providence, R.I.
5. Anne M. Colannino, 101 Oaklawn Avenue, Apt.18, Cranston, R.I.

Articles Fifth thru Twelfth of the Original Articles of Association  
of  
Kaleidoscope Theatre, Incorporated

a corporation organized under and by the virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island on

Fifth: The general purposes and powers of the corporation are:

(a) To operate solely and exclusively for educational, charitable, scientific, and literary purposes, including, for such purposes, the making of payments or 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).

(b) To undertake, promote, develop and carry on educational, charitable, scientific, or literary work; to establish and maintain, in whole or in part, educational, charitable, scientific or literary agencies or institutions; in the absolute discretion of the Board of Directors to make donations, gifts, contributions and loans out of its annual net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients), to or for the use of any and all corporations, organizations, foundations, institutions, the United States, any state, territory, or political subdivision thereof, the District of Columbia, governmental bodies, individuals, or projects for educational, charitable, scientific or literary purposes; to cooperate with any individual, foundations, group, association or corporation, whether public or private, including specifically, any educational institution and any learned society, and with any state, county, town, city or other political subdivision, in effectuating of furthering any or all of the foregoing purposes.

(c) To acquire by any means, property of any kind without limitation as to its value and to dispose of such property in such manner, as in the absolute discretion of the Board of Directors will promote the purpose of the Corporation, but subject to such limitation as may be prescribed by law.

(d) To accept gifts, bequest, devises, and donations from any individual, firm, corporation, or other organization; to acquire, receive, purchase, real, personal and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, paintings, portraits, drawings, statues, busts, and all other works of art, mortgages, shares, stocks, debentures, bonds, securities, including the stocks, bonds, debentures or other securities of any donor, bills, notes, claims, or any evidence of indebtedness and any interest in property which may be necessary or useful for the conduct of the Corporation; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer, or otherwise dispose of the same at pleasure; to borrow money of any person, firm or corporation and to issue notes or obligations of the Corporation from time to time for any of the objects or purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation without limit as to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of the Corporation.

(e) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers, hereinbefore set forth and to the same extent as natural persons might or could do, either alone or through

the agency of other corporations, organizations, foundations, governmental bodies or individuals, but only if such agency, corporation, organization, foundation, institution or governmental bodies are exempt from tax as organizations described in Section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) and do all things not forbidden by the laws of the State of Rhode Island and with all the powers conferred upon corporations by the laws of said State for the purposes of accomplishing any of the foregoing purposes.

Provided, however, that the business and the objects and purposes to be transacted, promoted or carried on by the Corporation shall be conducted and carried on in accordance with the provisions of Section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Further, provided, that pursuant to Section 508(c) of the United States Internal Revenue Code of 1954 (as amended by the Tax Reform Act of 1969), the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the United States Internal Revenue Code of 1954 (as amended by the Tax Reform Act of 1969); nor shall the Corporation engage in any act of self-dealing (as defined in I.R.C., Section 4941 (d)), retain any excess business holdings (as defined in I.R.C. ,Section 4943 (c)), make any investments in such manner as to subject the Foundation to tax under I.R.C., Section 4944, or make any taxable expenditures (as defined in I.R.C., Section 4945 (d)).

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

Sixth: The Corporation is organized pursuant to Chapter 7-6 of the General Laws of the State of Rhode Island. The Corporation shall have no authority to issue capital stock in any form or description. No part of the funds or net earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation, or private shareholder or individual, except that any person shall be entitled to reasonable compensation for services rendered in effecting one or more of its corporate purposes.

Seventh: The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, as provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational, charitable, scientific or literary purposes and shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding version of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of in such a manner as may be directed by decree of superior court of the county in which the Corporation has its principal office, upon petition, therefore, by the Attorney General or by any person concerned in the liquidation of the Corporation in a proceeding to which the Attorney General is a party.

Eighth: Notwithstanding any provision of these Articles of Incorporation, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing

