

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Jeffrey P. Mignault,
Douglas A. Halperin, Mildred Keiser, Clayton J.
Keiser, Lois Landes

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
The Dudley House

THIRD. Said corporation is constituted for the purpose of providing educational services which promote the self-sufficiency of inner city neighborhoods and their residents. Its concern is with the judicious and appropriate use of energy technology and other resources. All activities of the corporation are to be performed on a non-profit basis; notwithstanding any other provisions of the by-laws the corporation shall not carry on any activities which would cause it to be disqualified as a corporation described in section 501 (c) (3) of the Internal Revenue code of 1954 (or corresponding code or provision of any future United States Revenue law).

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

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 inure to the benefits 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 furtherance of the purposes set forth in article Third thereof. 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~~ 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 sec. 170 (c) (2) of the Internal Revenue Code of 1953 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH Upon the dissolution of the corporation, the Board of Trustees shall after paying or making provision for the payment of all the liabilities 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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
20~~th~~ day of May A. D. 1981

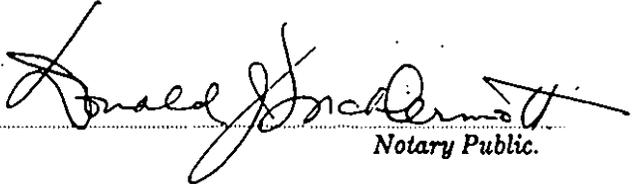
NAME	RESIDENCE
Jeffrey P. Migneaunt	205 Dudley St. Prov. R.I.
Douglas A. Halperin	305 Dudley St. Providence, R.I.
Mildred M. Keiser	14 Calfax St. Prov. R.I.
Clayton J. Keiser	14 Calfax St. Prov. R.I.
Lois Landes	50 Ogden St. Prov. R.I.

STATE OF RHODE ISLAND, }
COUNTY OF Providence }
In the City of Providence
Town

in said county this 20th day of May A. D. 1981, then

personally appeared before me Jeffrey P. Migneaunt
Douglas A. Halperin, Mildred Keiser
Clayton J. Keiser, Lois Landes

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.


Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

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SECRETARY OF STATE

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