

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Dennis R. Surprenant,
David E. Shipley, Bradford A. Penney, Robert W. Edwards, Jr.,
and Rosemary D. Van Antwerp

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 Brown Faculty Club

THIRD. Said corporation is constituted for the purpose of providing facilities and programs which will enhance the social, literary, musical, theatrical and educational atmosphere of the Brown University community for the benefit of the faculty, administration and others of its members.

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 purpose 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 conduct-

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501 (c) (3) of the Internal Revenue Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

SIXTH This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member. In the event of the liquidation of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all of its debts and obligations, shall, pursuant to an order of any court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which in the judgment of said court will use such property to accomplish the purposes for which this corporation is constituted.

SEVENTH

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

21st day of NOVEMBER A. D. 1975

NAME	RESIDENCE
Dennis R. Surprenant	142 A. Prospect St. Providence, R.I. 02906
David E. Shipley	389 Benefit St. Providence, R.I. 02907
Bradford A. Penney	108 Hope St., Providence, R.I. 02901
Robert W. Edwards, Jr.	922 Hope Street, Providence, R.I. 02902
Rosemary D. Van Antwerp	106 Williams St. Providence, R.I. 02901

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City of PROVIDENCE

in said county this 21st day of NOVEMBER A. D. 1975, then
personally appeared before me DENNIS R. SURPRENANT, DAVID E. SHIPLEY,
BRADFORD A. PENNEY, ROBERT W. EDWARDS, JR., AND ROSEMARY
D. VAN ANTWERP

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. Sherman

My Commission Expires
June 30, 1976

Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Brown Faculty Club

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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