

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we MIGUEL MUNOZ, JAIME PUIGBO,
THOMAS MURPHY, STEPHEN J. FORTUNATO, JR., JUDITH MURPHY, AND
MARIA DOLORES PUIGBO, all of the City and County of Providence,
State of Rhode Island

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
PROJECT PERSONA, INC.

THIRD. Said corporation is constituted for the purpose of providing for the Spanish-speaking community of the State of Rhode Island, and for all other people of said State of Rhode Island interested in the Spanish-speaking community, a structure in the form of an organized association that will enable them to better and improve themselves as residents of the United States and the State of Rhode Island by developing their English language skills.

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 To facilitate the goals and objectives contained in Paragraph THREE herein, said corporation shall (1) help facilitate the learning of English as a second language to non-English speaking immigrants; (2) involve Spanish-speaking adults and children in bilingual activities and to encourage them to enter English-language activities of the same nature; (3) to provide information about agencies and programs designed to assist families and individuals with the various problems they encounter in their daily lives.

SIXTH Said corporation is organized exclusively for, and will operate exclusively as, a non-profit business corporation in conformity with Title 7, Chapter 6 of the General Laws of Rhode Island (1956, as amended) and with Section 501(c)(4) of the United States Internal Revenue Code of 1954, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, directors, or other persons, except that the corporation shall be authorized to make payments and distribution in furtherance of the purposes set forth herein, including the payment of reasonable compensation for services rendered. Said corporation shall engage in activities incidental to the foregoing purposes but shall not carry on any activities which would cause it to be disqualified as a corporation receiving tax exempt status pursuant to Section 501 (c) of the United States Internal Revenue Code of 1954, as amended.

The corporation shall not have or issue shares of stock or pay dividends. Upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for the purposes as shall at the time qualify as an exempt organization under Section ~~501(c)~~ 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Code), as the Board of Directors shall determine.

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

..... day of October A. D. 1976

NAME	RESIDENCE
MIGUEL MUNOZ <i>Miguel Munoz</i>	48 Wilson St., Providence, RI
JAI ME PUIGBO <i>Jaime Puigbo</i>	16 Hazard Ave., Providence, RI
THOMAS MURPHY <i>Thomas Murphy</i>	281 Doyle Ave., Providence, RI
STEPHEN FORTUNATO, JR. <i>Stephen Fortunato, Jr.</i>	56 Tell St., Providence, RI
MARIA DOLORES PUIGBO <i>Maria Dolores Puigbo</i>	16 Hazard Ave., Providence, RI
JUDITH MURPHY <i>Judith Murphy</i>	281 Doyle Ave., Providence, RI

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City ~~Xxxxx~~ of Providence
in said county this 15th day of November A. D. 1976, then

personally appeared before me MIGUEL MUNOZ, JAIME PUIGBO, THOMAS MURPHY,
STEPHEN FORTUNATO, JR., MARIA DOLORES PUIGBO, and JUDITH MURPHY,

and all being of the City and County of Providence, State of
Rhode Island

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.

Peter P. Danies
Notary Public.

*Subscribed & sworn to before me in presence of on Nov 27 1976
as to Stephen Fortunato Jr only*

David V. [Signature]
Notary Public

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

PROJECT PERSONA, INC.

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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