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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Bald Hill/Tollgate/Senior City Mobile Home  
Tenants Association.
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:
  1. Educate and advise mobile homeowners and residents of Bald Hill/  
Tollgate/Senior City Mobile Home Park.
  2. Qualify for Right of First Refusal.
  3. Promote community involvement.
  4. Serve as a source of information and communication for the residents  
of Bald Hill/Tollgate/Senior City Mobile Home Park.
  5. Promote low and moderate income housing.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

N/A enclosed Bylaws

**FILED**

AUG 15 2002

By [Signature]

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SECRETARY OF STATE  
CORPORATIONS DIV.  
AUG 15 12 41 PM '02

5 The address of the initial registered office of the corporation is 979 TOLLGATE RD #48  
(Street Address, not P.O. Box)  
WARWICK, RI 02886 and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Ruth T. Turcotte  
(Name of Agent)

6 The number of directors constituting the initial Board of Directors of the Corporation is THREE (3)  
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>LINDA M. ROGERS</u>	<u>979 TOLLGATE ROAD LOT #30 WARWICK RI</u>
<u>MARIAN F. LINDIA</u>	<u>979 TOLLGATE RD NO 23 WARWICK, RI 02886</u>
<u>HENRY R. PORREAU LT</u>	<u>979 TOLLGATE RD NO 4 WARWICK, RI 02886</u>

7 The name and address of each incorporator is:

Name	Address
<u>Pres LINDA M. ROGERS</u>	<u>979 TOLLGATE ROAD LOT #30 WARWICK, RI 02886</u>
<u>V. Pres HENRY R. PORREAU LT</u>	<u>979 TOLLGATE RD. NO. 4 WARWICK, RI 02886</u>
<u>Sec RUTH T. TURCOTTE</u>	<u>979 TOLLGATE RD #48, WARWICK, RI 02886</u>
<u>Treas JEAN E. PARKHURST</u>	<u>1011 BALD HILL RD #114 WARWICK, RI 02886</u>
<u>TRUSTE MARIAN F. LINDIA</u>	<u>979 TOLLGATE RD NO 23 WARWICK, RI 02886</u>

8 Date when corporate existence to begin SEPTEMBER 1, 2002  
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated 8/14/02 2002  
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Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

President Linda M. Rogers  
Vice President Henry R. Porreau  
Secretary Ruth T. Turcotte  
Treasurer Jean E. Parkhurst  
Trustee Marian F. Lindia

Signature of each Incorporator

# **Bald Hill/Tollgate/Senior City Mobile Home Tenants**

## **ASSOCIATION BY-LAWS**

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### **ARTICLE: Name and Definition of the Association:**

Section A: Name: The name of this Association is Bald Hill/Tollgate/Senior City Mobile Home Tenants Association

Section B: Definition of Association

Article II: Purpose - The purpose of this Association is to:

- 1) Educate and advise manufactured homeowners and residents of Bald Hill/Tollgate/Senior City Mobile Home Tenants Association;
- 2) Qualify for Right of First Refusal;
- 3) Promote community involvement;
- 4) Serve as a source of information and communication for the residents of Bald Hill/Tollgate/Senior City Mobile Home Parks;
- 5) Promote low and moderate income housing.

### **Article III: Membership Requirements**

- 1) Must be a manufactured homeowner in Bald Hill/Tollgate/Senior City Mobile Home Parks (excluded are employees of management)
- 2) A member is considered to be all adults residing in the home.
- 3) Dues if any, shall be determined by a 2/3rds majority of the membership at the annual meeting.

### **Article IV: Memberships:**

Section A: A membership consists of all family members in each home. Voting rights are restricted to one (1) vote per household unit and the voting member must be (18) years of age.

Section B: Member households owning more than one (1) unit are entitled to just one (1) vote.

Section C: Prospective members wishing to join Bald Hill/Tollgate/Senior City Mobile Home Association must complete an application and pay the membership dues., only owners are permitted to serve as Board of Directors.

Section D: If a member in good standing is forced or decides to move from his mobile/manufactured housing, he/she may remain an active member for a period not to exceed six (6) months, at which time, he/she may revert to an Associate Membership.

**Article V: MEETINGS:**

**Section A: Board Meetings:**

1. The Board of Directors shall determine the date and location of regular meetings of the Board of Directors of Bald Hill/Tollgate/Senior City Mobile Home Tenants Association.
2. A quorum 2/3 of the board members in office will be required in order to conduct business meetings.

**Section B: General Membership Meetings:**

1. The date and location of General Membership Meetings of the Bald Hill/Tollgate/Senior City Mobile Home Tenants Association will be as determined by the Board of Directors.
2. A quorum of thirty (30%) of the total membership households must be present in order to conduct membership meetings.

**Section C: Special Meetings:**

1. The Board of Directors may call special Board Membership Meetings by giving written notice to all members at least forty-eight (48) hours prior to such meeting. The notice shall clearly state the reason(s) for such a Special Meeting.
2. A Special Membership Meeting may be requested by a minimum of five (5) voting membership households, in writing, to the Board of Directors.
3. The quorum for the Special Meeting shall be the same as for General Memberships Meetings (exception for By-laws changes.)

**Section D: Annual Meetings:**

1. The Annual Meeting of the Bald Hill/Tollgate/Senior City Mobile Home Tenants Association shall be held during the month of \_\_\_\_\_ Each year.
2. A quorum of thirty (30%) of the total membership households must be present in order to conduct the Annual Meeting.
3. Two (2) weeks written notice of the Annual Meeting must be given to all member households.
4. All elected positions shall be filled at the Annual Meetings, only owners are permitted to serve on the Board.

**Article VII: BOARD OF DIRECTORS:**

1. The Board of Directors of the Bald Hill/Tollgate/Senior City Mobile Home Tenants Association shall consist of the following: one (1) President, Vice President, Secretary, Treasurer, and one (1) members at large, total of nine (5).
2. In the year, 2002, the Vice President, Treasurer, and one (1) member at large terms will be for two (2) years, the President, Secretaries, and one (1) member at large terms, thereafter, in the year, (2003) their terms will be for two (2) years.
3. Board of Directors shall not serve more than two (2) consecutive terms in the same position.
4. The President or Vice-President must attend all regular and special meetings called.
5. In the event a Board Member resigns or fails to attend three (3) consecutive meetings or a total of four regular and /or special meetings throughout the year, his/her seat shall be forfeited and the Board shall be empowered to appoint a successor. Unless, as determined by the Board good cause to be absent from meetings is presented.
6. All officers shall be voting members of the Board of Directors.
7. The Board of Directors will have the responsibility of conducting the general business of the Association, set policy, establish goals, represent the Association to the public, including the power to negotiate for, acquire and operate the mobile/manufactured park on behalf of the member residents and oversee fund raising activities.
8. **Prohibition of Compensation:** Board Members shall not be paid fees for the performance of their duties as Board Members except: that Board Members may be reimbursed for out-of-pocket expenses such as gas, printing, postage and parking expenses approved by a majority of the Board, spent in the performance of their duties as board members.
9. All Board of Directors upon their end of term **shall** turn over all records to the new Board, when leaving office.
10. A signed letter of resignation shall be given to the Board of Directors when leaving office.

**Article VIII: OFFICERS:**

**The President shall:**

1. Preside at all regular or special meetings;
2. Appoint all committees not otherwise provided and if necessary, may appoint such committees between meetings. However, any committee thus appointed is to be approved by the membership and subject and under the direction of the board of directors.

4. Is an ex-officio member of all committees in the Association except the nomination committee.

**Section B. Vice President**

1. Assist the President;
2. Preside in the President's absence;
3. Upon the resignation of the President, the Vice-President will fulfill the duties of the President until the election of a new President at the Annual Meeting.

**Section 4. Secretary:**

1. The Secretary will keep an accurate record of all meetings by the Association in a proper book provided for this purpose;
2. The first paragraph should contain:
  - a. Name of the Association
  - b. Date and place of meeting
  - c. Time called to order
  - d. Name of presiding officer
  - e. Whether a regular meeting (if a special meeting state the purpose for which it was called.
3. Record the names's of members' present and guest attending. A roster will be available for members to sign.

**ORDER OF BUSINESS:**

- A. All business transacted; state motions and whethere carried or lost
  - B. Facts pertaining to the meeting, guest speakers, etc.
  - C. Report of Treasurer
  - D. Committee reports
  - E. New business discussed
  - F. "Meeting adjourned until..." (date of next meeting.)
4. All correspondence and notices will be subject to board approval.
  5. A copy of each meeting minutes will be provided to board members and will be available for any Member to review at a reasonable time.
  6. The Secretary will keep a file of all reports and records of the Association; report all communications at the meeting; send a copy of all Association corresspondence to the President and Vice President; send a out all notices; extend and acknowledge invitations; and file all correspondence with copies of replies for future reference.

**Section 5. Treasurer will:**

1. Keep, or cause to be kept, proper records of dues and financial records of the Association; supervise and be responsible for the disbursement of funds as directed by the Board of Directors; render to the membership at regular intervals an account of the condition of the Association. The books will be open for inspection by members at any reasonable time.
2. Perform such other duties as the Board of Directors may prescribe; and all money disbursed by the Association must have written majority consent of the Board of Directors and all checks disbursed shall have two (2) signatures, that of the President and the Treasurer.
3. At a designated time during meetings, the Treasurer shall report to the members:
  - a. Balance on hand at the last report
  - b. Funds received from all sources since that report
  - c. An itemized account of expenditures since that report
  - d. Balance as of the date of this meeting.
4. At the end of the fiscal year, the Treasurer will submit a written report on all money transactions, which will be filed, and the books audited by an Audit Committee appointed by the Board of Directors.
5. All account withdrawals will require the signature of the Treasurer and the President or Vice President. In no event shall two (2) signatories be related or reside in the same household.
6. The Treasurer upon presentation of duly signed receipts shall pay the expenses of the Board. All reimbursed expenses must be approved by the Board of Directors, and two (2) signatures are required, President and Treasurer.
7. In the event of a vacancy for office of Treasurer, an Audit Committee will conduct an audit as soon as the resignation becomes effective and before the new Treasurer takes office.

**Section E. MEMBER AT LARGE:**

1. The Members at Large will perform such duties as directed by the President and/or the Board of Directors and will be the main contact between membership and the Board of Directors.

2. The Member at Large shall be responsible for membership activity and ensure that residents of Tollgate Village Mobile Home Tenants Association have the opportunity to become members of the Association.

#### **Article IX NOMINATIONS: Election Committee**

1. A Nomination Committee will be comprised of five (5) members elected or appointed by the Board of Directors.
2. The Committee will meet and prepare a slate of Officers and Representatives to be presented at the Annual Meeting as nominees for office for the ensuing year. The presentation of nominees does not preclude further nominations from the floor.
3. All candidates for office must be members in good standing before they can be elected and take office. Each office must be filled.

#### **Article X ELECTIONS::**

Section A: On (1) month's notice, in writing, of elections must be given to all members in good standing; only those member households in good standing are entitled to one (1) vote per household unit.

#### **Article XI Associate Membership:**

Section A: An Associate Member is a person who displays a real interest in the group's purpose but does not qualify as a voting member because she/he does not meet the membership requirements as set forth in these by-laws.

Section B. Prospective Associate Members shall apply to the Board of Directors to be considered for such membership. Approval will be at the discretion of the Board.

#### **Article XII Grievance Process:**

Section A: An individual, who has a grievance against any Board Member of the Association, may request that a special Grievance Committee be set-up to hear the complaint.

Section B: The Grievance Committee will consist of three (3) persons appointed by the Board of Directors and will exclude the person making the complaint or involved in the issue.

Section C: The Grievance Committee will investigate the grievance and report it's findings to the Board of Directors within Fifteen (15) days of receiving the complaint.



Section D. The Grievance Committee shall present its findings to the Board with its recommended action to resolve the issue. The Board shall render its decision, relying on the facts and (possible) recommendations of the Grievance Committee, within fifteen (15) days of receiving the report.

Section E. If the person filing the complaint disagrees with the decision of the Board of Directors he/she may appeal to the membership at it's next general membership meeting.

#### **Article XIII AMENDMENTS:**

Section A. Any proposed changes or amendments to the by laws must be submitted in writing to the Board of Directors for consideration.

Section B. The members will be given, in writing, at least two (2) weeks before the membership meeting, notice of proposed changes to the by laws.

Section D. These By laws may be amended by a vote of two-thirds (2/3rds) of the entire current membership at a special membership meeting providing that the notice of such meeting states the proposed change to the By laws.

#### **Article XIV Public Relations:**

Section A. Publicity is an important factor to the Association, a public relations person may be appointed by the Board of Directors if it deems necessary and he/she will obtain adequate press publication for the Association.

Section B. Items regarding the Association's activities, which will be of general interest, should be contained in material sent regularly for publication. The Public Relations Person will keep an accurate account of the Corporations events in an interesting manner.

#### **Article XV Dissolution of Association**

Section A. In the event it becomes necessary to dissolve the association for any reason, the following will be paid from available funds;

1. All legitimate bills against the association will be paid from available funds;
2. All remaining funds will be donated to a local charity decided by majority vote of all Voting members.

Section B. No Board Member may receive any money or assets other than compensation for services rendered or repayment of loans to the Association.