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State of Rhode Island and Providence Plantations  
NON-PROFIT CORPORATION

RESTATED ARTICLES OF INCORPORATION  
OF

WOONSOCKET INDUSTRIAL DEVELOPMENT CORPORATION

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

FIRST: The name of the corporation is WOONSOCKET INDUSTRIAL DEVELOPMENT CORPORATION

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

SEE ATTACHED

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended, are as follows:

(If there are no other such provisions, so state.)

SEE ATTACHED  
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FIFTH: These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Original Articles of Incorporation and all amendments thereto.

Dated June 1, 1987, 19 87

WOONSOCKET INDUSTRIAL DEVELOPMENT CORPORATION (Note 1)

By Harold M. Munn (Note 2)

Its Chairman ~~President~~

and Charles G. [Signature] (Note 2)

Its Secretary

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NOTES:

1. Exact corporate name of corporation restating its Articles of Incorporation.
2. Signatures and titles of officers signing for the corporation.

THIRD: The purpose or purposes which the Corporation is authorized to pursue are: constructing, acquiring, selling and leasing real estate in order to encourage and assist the physical location, settlement, and resettlement of industrial, manufacturing and commercial facilities or enterprises within the City of Woonsocket, the Towns of Burrillville, North Smithfield and Cumberland, Rhode Island, and the Towns of Blackstone and Bellingham, Massachusetts (hereinafter the "Greater Woonsocket Region").

In connection therewith the Corporation shall develop projects which offer economic benefits to the Greater Woonsocket Region specifically including projects which assist in: (a) creating or retaining employment for the citizens of the State of Rhode Island, (b) developing new businesses, (c) identifying and acquiring new sites for businesses, (d) diversifying the economic base of the Greater Woonsocket Region, (e) leveraging private investment or (f) promoting fiscal strength, stability or a positive image for the Greater Woonsocket Region.

All of the net earnings which may be derived from the Corporation's property and activities and which the Corporation's Board of Directors do not deem necessary for the Corporation's ongoing operations, the Corporation's general purposes or for specific projects of the Corporation which are activities permitted by these Articles of Incorporation and activities permitted for

corporations which are tax exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, and the regulations thereunder as they now exist or as they hereafter may be amended shall inure solely to the benefit of the City of Woonsocket as hereinafter set forth, provided however, no part of the Corporation's net earning shall be distributed or inure to the benefit of any member, director or officer of the Corporation or any other person.

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended are as follows:

A. The Corporation shall have the following powers and authority to carry out the foregoing purposes viz:

1. To acquire, hold, manage, develop, construct, divide and sub-divide, improve, repair, renovate, rehabilitate, lease, sell, mortgage or otherwise dispose of and deal in and with real estate, including without limitation, industrial buildings and industrial parks, scattered site industrial developments, office buildings and office parks within the Greater Woonsocket Region;
2. To purchase, lease or otherwise acquire, construct, own, hold, improve, enjoy, develop, repair, sub-divide, sell, mortgage, lease or otherwise dispose of and deal in such real and personal property as may be necessary or convenient for the purposes of the Corporation;
3. To borrow money and otherwise incur indebtedness for any of the purposes of the Corporation and to issue its bonds, debentures, notes or other evidences of indebtedness therefor, and to secure the same by mortgage, pledge, deed of trust or other lien on its property, franchise, rights and

privileges of any kind and nature, or any part thereof;

4. To acquire, own, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, and also to buy and sell or otherwise deal in stock, shares, bonds, debentures, notes and other securities and evidences of interest in or indebtedness of any person, firm, trust, association, corporation or body politic, and, while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
5. To lend money to and to guarantee, endorse or act as surety on the bonds, notes, contracts or other obligations of, or otherwise assist financially, any person, firm, corporation, joint stock company, association or trust, any stock, shares or obligations of which the Corporation may at any time own or in which it may at any time have any financial interest; and
6. To carry on any activities which may lawfully be or which usually are or can conveniently be carried on or done by persons carrying on any of the foregoing purposes or undertakings, or which are calculated, directly, or indirectly, to enhance the value of any of the Corporation's property or rights, or which may be necessary, suitable or convenient for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers herein set forth, or which are incidental or pertinent to or growing out of or connected with the aforesaid undertakings, purposes or powers, or any part or parts thereof, so far as not inconsistent with the laws of the State of Rhode Island.
7. The corporation shall also have and possess all of the powers and authorities conferred by Sections 7-6-5, 7-6-6 and 7-6-7 of The Rhode Island Non-profit Corporation Act as the same now exist or may hereafter be amended.

B. The Corporation shall have its principal office in the Greater Woonsocket Region.

C. The Corporation is not organized for profit and the City of Woonsocket shall be the sole and exclusive beneficiary of the net earnings of the Corporation. From time to time, in the sole discretion of the Corporation's Board of Directors, the Corporation may make such payments and distribution of the Corporation's net earnings which the Corporation's Board of Directors do not deem necessary for such operations, purposes or projects to the City of Woonsocket in such amounts and under such terms and conditions as the Board of Directors of the Corporation shall in their sole discretion determine. No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of any member, director, officer, or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make distributions to the City of Woonsocket as hereinabove set forth. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt under Section 501(c)(4) of the Internal Revenue Code of 1986, and the regulations thereunder as they now exist or as they hereafter may be amended. The Corporation is created as a corporation

described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and all questions applicable to these Articles of Incorporation, and to the Corporation, its bylaws and operations shall be resolved accordingly.

E. In the event the Board of Directors of the Corporation votes to liquidate or dissolve the Corporation, no member, director or officer of the Corporation or any other person shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the Board of Directors of the Corporation, after the payment and discharge of or provision for all its debts and obligations, shall, distribute all of the assets of the Corporation to the City of Woonsocket under such terms and conditions as the Board of Directors of the Corporation shall in their sole discretion determine.