

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

KNOW ALL MEN BY THESE PRESENTS, That we, FRANK H. FALK, ROBERT D. STUART, IRVING C. SHELDON, JOHN S. CUMMING, JR., ROBERT S. DAVIS, LEONARD E. JOHNSON and WILLIAM W. WHITE, all of the 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 (1956).

SECOND. The corporation shall be known by the name of THE INDUSTRIAL FOUNDATION OF RHODE ISLAND, INC.

THIRD. The corporation is constituted for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the State of Rhode Island or otherwise promoting the industry of such State; provided that no use of the property of the corporation shall be made in the course of carrying out any of the foregoing purposes which will cause any part of the profit or net earnings of the corporation to inure to the benefit of any member of the corporation or of any individual.

In addition to the foregoing, the corporation shall have the following powers and authorities to carry out the foregoing purposes, viz:-

(1) 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;

(ii) 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, franchises, rights and privileges of any kind and nature, or any part thereof;

(iii) 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;

(iv) 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 to guarantee dividends on the shares of the stock of any such corporation, joint stock company, association or trust; and

(v) 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 any State under which the corporation is organized or in which it may do business.

The corporation shall also have and possess all of the powers and authorities conferred by Sections 7-6-7 and 7-6-8 of said Chapter 7-6 of the General Laws of Rhode Island (1956) upon corporations organized under said Chapter 7-6, viz:-

"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 the 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; and

(f) to make contracts, incur liabilities and borrow money.

The corporation shall be entitled to take, hold, transmit and convey real and personal estate."

FOURTH. The corporation shall be located in Providence,

Rhode Island.

IN WITNESS WHEREOF, we have hereunto set our hands and
stated our residences this 4th day of May
A. D. 1960.

<u>NAME</u>	<u>RESIDENCE</u>
<u>Frank H. Falk</u> Frank H. Falk	11 Katherine Road, Woonsocket, R. I.
<u>Robert D. Stuart</u> Robert D. Stuart	24 Sayles Avenue, Lincoln, R. I.
<u>Irving C. Sheldon</u> Irving C. Sheldon	Forge Road, North Kingstown, R. I.
<u>John S. Cumming, Jr.</u> John S. Cumming, Jr.	53 Jenny's Lane, Barrington, R. I.
<u>Robert S. Davis</u> Robert S. Davis	11 Abbotsford Court, Providence, R. I.
<u>Leonard E. Johnson</u> Leonard E. Johnson	60 Appletree Lane, Warwick, R. I.
<u>William W. White</u> William W. White	Congdon Street, Providence, R. I.

STATE OF RHODE ISLAND)
County of Providence)

In the City of Providence in said county this 4th day of
May A. D. 1960, then personally appeared before
me ~~FRANK H. FALK~~, Robert D. Stuart, Irving C. Sheldon, John S.
Cumming, Jr., Robert S. Davis, ~~LEONARD E. JOHNSON AND WILLIAM W. WHITE~~
~~WHITE~~ 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.

Ernest N. Agosti
Notary Public
My Commission Expires
June 30, 1961

STATE OF RHODE ISLAND)
County of Providence)

In the City of *Woonsocket* in said county this *12th* day
of *May* A. D. 1960, then personally appeared before me
Frank H. Falk known to me and known by me to be one of the parties
executing the foregoing instrument, and he acknowledged said
instrument by him subscribed to be his free act and deed.

E. Thomas Estep
Notary Public
My commission
expires June 30, 1961

STATE OF RHODE ISLAND)
County of Providence)

In the City of Providence in said county this *7th* day
of *May* A. D. 1960, then personally appeared before me
Leonard E. Johnson known to me and known by me to be one of the
parties executing the foregoing instrument, and he acknowledged
said instrument by him subscribed to be his free act and deed.

Marcel F. Ingram
Notary Public
MY COMMISSION
JUNE 30, 1961

STATE OF RHODE ISLAND)
County of Providence)

In the City of Providence in said county this *5th* day
of *May* A.D. 1960, then personally appeared before me
William W. White known to me and known by me to be one of the
parties executing the foregoing instrument, and he acknowledged
said instrument by him subscribed to be his free act and deed.

Ernest E. Chase
Notary Public

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

THE INDUSTRIAL FOUNDATION OF

RHODE ISLAND, INC.

FORFEITED
UNDER G. L. CH. 7-6, as amended
AUGUST 31, 1934

FORFEITURE ORDERED BY
SUPERIOR COURT
DECEMBER 7, 1934

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 13 1960 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 27835 Providence May 13, 1960

I Hereby Certify That Industrial Foundation of Rhode Island, Inc.

has paid into the State Treasury a fee of Five dollars
Five Dollars for Incorporation

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawley
General Treasurer.