

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Harvey J. Berman, Dennis
J. Carvalho, John Rosser, Peter L. Kennedy, Thomas F. McDonnell

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
SPURWINK SCHOOL II

THIRD. Said corporation is constituted for the purpose of
To engage exclusively in charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and within such parameters, to establish, operate, and maintain an educational center for emotionally disturbed male and female children between the ages of 5 and 20 years at the time of their acceptance for treatment and which in addition, provides

a residential treatment center and foster home for such children, which in addition, provides a residential treatment center and foster home for such children, which said residential treatment center and foster home with any extension thereof, are under the direction and control of the corporation. In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-7.1 and 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 certain corporations organized for the purposes enumerated in § 7-6-8. 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 East Providence, Rhode Island. ✓
(City or Town)

(Further provisions not inconsistent with law) ✓

FIFTH

See exhibit attached hereto and made a part hereof.

SIXTH

SEVENTH

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

day of

A. D. 19

NAME

RESIDENCE

<i>Harvey Berman</i>	<i>4 Masefield Cape Elizabeth, ME 04108</i>
<i>John Rosser</i>	<i>RFD 2 Litchfield, ME 04350</i>
<i>John Kennedy</i>	<i>10 Nanci-Karen Dr. Warwick, R.I. 02886</i>
<i>Thomas F. McDonnell</i>	<i>638 W. Broadway St. Pawtucket, R.I. 02861</i>
<i>Richard B. Boff</i>	<i>85 Benefit St. Providence, R.I. 02904</i>

STATE OF RHODE ISLAND, }
COUNTY OF Providence }

In the City

~~XTOWN~~

of

Providence

in said county this

9th

day of

February

A. D. 1984, then

personally appeared before me.

Harvey J. Berman, Dennis J. Carvalho, John Rosser, Peter L.

Kennedy, Thomas F. McDonnell

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.

Stephen J. Bowers

Notary Public.

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

SPURWINK SCHOOL II

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 23 1984

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EXHIBIT

This Corporation shall possess any and all powers granted to it under the laws of the State of Rhode Island which are necessary and expedient to carry out the purposes set forth in Article Third hereinabove, but shall not possess or exercise any such powers not allowed to a Corporation (a) exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors or Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereinabove;

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

In the event of the dissolution of this Corporation, any remaining assets, after the payment of legal obligations, shall be distributed to one or more organizations qualified under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).



State of Rhode Island and Providence Plantations
OFFICE OF HIGHER EDUCATION
199 Promenade Street, Providence, Rhode Island 02908-5089

Eleanor M. McMahon
Commissioner

401-277-6560

March 22, 1984

Laurie C. Wilkins
Corporations Division
Office of the Secretary of State
State House
Providence, Rhode Island 02903

Re: Spurwink School II

Enclosed are original and duplicate Articles of Association in the above name.

Please be advised, that the proposed corporation does not include the operation of a school as encompassed by the provisions of 16-40-1 of the General Laws, 1956, as amended.

Therefore, approval by the Board of Governors for Higher Education is not required.

Sincerely,

Eleanor M. McMahon

EMMcM(DJS):dw

Enclosures

Rec'd. & Filed MAR 23 1984