

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Phyllis Monroe, Alan R. Santos, Mary E. Smith, Albert Scappaticci, and Alice Perry

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
WASHINGTON COUNTY HEALTH CENTER, INC.

THIRD. Said corporation is constituted for the purpose of seeking professional and financial assistance for the purpose of founding a health care center in Washington County, to serve the health problems of those persons in the area who do not have easy and regular access to good medical care, and to create educational programs aimed at the prevention of disease and sickness among these persons. Said Corporation shall not engage in any business for profit, and no part of its net earnings or property shall inure to the benefit of any private member or individual, or be used or appropriated for other than the above purposes. No substantial part of the Corporation's activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation. It is intended that said Corporation shall be of the character described in Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time may be amended.

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 Peace Dale, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH Disposition of Assets Upon Dissolution. Upon the dissolution of the Corporation or other termination of its existence, the assets of the Corporation remaining after the payment of or provision for all of its liabilities shall be used or distributed for purposes specified in Sec. 501(c) (3) of the Internal Revenue Code of 1954, as from time to time may be amended.

SIXTH Dissolution of this Corporation shall be effected in accordance with Section 7-6-13 of the General Laws of Rhode Island, as from time to time may be amended.

SEVENTH Amendment of Articles of Association. The articles of Association may be amended at any duly called meeting of the membership at which a quorum is present, by a two-thirds (2/3) vote of the members present.

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

16th day of May A. D. 1972

NAME	RESIDENCE
<i>Allen R. Santos</i>	223 Gano Street Providence, R. I.
<i>Phyllis Monroe</i>	59 Willard Avenue Wakefield, R. I.
<i>Albert Scappaticci</i>	51 Brayton Avenue Providence, R. I.
<i>Alice D. Perry</i>	151 Ocean Road Narragansett, R. I.
<i>Mary E. Smith</i>	Sand Turn Road W. Kingston, R. I.

STATE OF RHODE ISLAND, }
COUNTY OF }

In the City } of Newport
Town }

in said county this 16th day of May A. D. 1972, then
personally appeared before me Allen R. Santos, Phyllis Monroe, Albert
Scappaticci, Alice D. Perry and Mary E. Smith,

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.

Erlene Fiori

Erlene Fiori

Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

WASH. COUNTY HEALTH CENTER, INC.

W 19-72-Stat 027 01-4-75

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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