

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Leo F. Dolan, Doris LaPorte,  
Gerald S. Burns, Elsie Masterson and Rolland H. Blanchette

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 Pathways, Inc.

THIRD. Said corporation is constituted for the purpose of providing and/or arranging for housing facilities and support services specifically designed to meet the physical, social and psychological needs of persons who are residents of the cities of Pawtucket and Central Falls and neighboring municipalities who have or may develop mental, emotional or personality difficulties or social problems relating to mental health, with a view to promoting their health, security and usefulness and assisting in the treatment, correction and/or prevention of such mental, emotional or personality difficulties or social problems.

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 Pawtucket, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities (i) not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder (as they now exist or as they may hereafter be amended), or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations (as they now exist or as they may hereafter be amended), or (ii) inconsistent with the provisions of these Articles or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development.

SIXTH (a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) So long as a mortgage on the corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of said Secretary.

SEVENTH Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation, after the payment of all liabilities of the corporation, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, religious, scientific, or educational purposes as would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder (as they now exist or as they may hereafter be amended) and are operated for purposes similar to those for which the corporation is constituted; provided, however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

In Testimony Whereof, We have hereunto set our hands and stated our residences this  
23<sup>rd</sup> day of March A. D. 1979

NAME	RESIDENCE
Leo F. Dolan	65 Whittier Road, Pawtucket, RI
Doris E. LaPorte	39 Walnut Street, Central Falls, RI
Gerald S. Burns	25 Denver Street, Pawtucket, RI
Elsie M. Masterson	61 Burgess Avenue, Pawtucket, RI
Rolland H. Blanchette	161 Monticello Road, Pawtucket, RI

STATE OF RHODE ISLAND, }  
COUNTY OF Providence }

In the City of Pawtucket  
Town }  
in said county this 23<sup>rd</sup> day of March A. D. 1979, then  
personally appeared before me Leo F. Dolan, Doris LaPorte,  
Gerald S. Burns, Elsie Masterson and Rolland H. Blanchette

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.

*Heath A. Kelly*  
Notary Public.

97 ✓  
Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Pathways, Inc.

180056...41A16LT 392w  
0056...40...000

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

MAR 26 1979 19

*See*