

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Louis E. Gelineau, Kenneth A. Angell, William I. Varsanyi, Edward J. McGovern and Marianne Postiglione, their successors and associates

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 The Media Center

THIRD. Said corporation is constituted for the purpose of providing for the Roman Catholic Diocese of Providence an audio-visual capacity for the religious, charitable and educational purposes of the organizations and institutions of the Diocese of Providence

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 Providence, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, 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. In event of dissolution or other termination of the corporation, the assets shall vest in Roman Catholic Bishop of Providence for the religious, educational and charitable purposes of the Diocese of Providence.

SIXTH. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in any political campaign on behalf of any candidate for public office. The corporation shall engage exclusively in activities permitted to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and shall not engage in any activity that prevents qualifying and continuing to qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code.

SEVENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this  
*Twentieth* day of *December* A. D. 19 *78*.

NAME	RESIDENCE
+ <i>Louis E. Gelineau</i>	30 Fenner St., Providence, R. I.
+ <i>Kenneth A. Angell</i>	57 Sutton Street <del>XXXXXXXXXXXX</del> Providence, R. I.
<i>William I. Varsanyi</i>	312 Sayles Ave., Pawtucket, R. I.
<i>Edward J. McGovern</i>	485 Mt. Pleasant Ave. Providence, R. I.
<i>Marianne Postiglione</i>	Ochre Point Ave. Newport, R. I.

STATE OF RHODE ISLAND, }  
COUNTY OF Providence }

In the City *Providence* of *Providence*  
~~Providence~~  
in said county this *Twentieth* day of *December* A. D. 19 *78*, then  
personally appeared before me *Louis E. Gelineau, Kenneth A. Angell,*  
*William I. Varsanyi, Edward J. McGovern, Marianne Postiglione*

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.

*James J. Habel*  
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

The Media Center

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SECRETARY OF STATE

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