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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is... The Woonsocket Housing Development Corporation

SECOND: The period of its duration (if perpetual, so state)... Perpetual

THIRD: The purpose or purposes for which the corporation is organized are: To develop, own, manage, finance and preserve decent, safe and affordable housing for low- and moderate-income families and individuals in the City of Woonsocket. This housing will be provided through rental, ownership (whether in fee, joint venture or on a cooperative or land trust basis), management, development, repair programs or other means and it will be provided without regard to age, creed, color, handicap, national origin, race or sex.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are: (Note 1)

PLEASE SEE ATTACHED BY-LAWS EXHIBIT "A".

Article X: Disolution

Section I: In the event of the dissolution of the Corporation, any and all assets available for distribution, after payment of obligations, shall be transferred to such other organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax law, whose goals include, but are not limited to the development of improvement of housing for low-income families in the City of Woonsocket as the Board of Directors shall determine.

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FIFTH: The address of the initial registered office of the corporation is 50 Monticello Road, Pawtucket, Rhode Island 02860 (add Zip Code);

and the name of its initial registered agent at such address is: Peter T. Bouchard, Esq.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 14, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
SEE ATTACHED EXHIBIT "B" FOR OTHER NAMES	
Ms. Nancy Benoit	28 Berkley St., Woon., RI 02895
Ms. Joan-Maney Carbone	489 South Main St., Woon., RI 02895
Ms. Dorothy Chaplin	54 First Avenue, Woon., RI 02895
Ms. Gail Chauvin	1 Winsor Court, Cumberland, RI 02864
Ms. Emma Dandy	346 Village Rd., Woon., RI 02895

SEVENTH: The name and address of each incorporator is:

Name	Address
Ms. Gail Chauvin	1 Winsor Court, Cumberland, RI 02864

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): July 30, 1988

Dated July 15, 1988

 Ms. Gail Chauvin, President

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

BY-LAWS OF

THE

WOONSOCKET HOUSING DEVELOPMENT

CORPORATION

ARTICLE I

Name and Office

Section 1: The name of the Corporation is the Woonsocket Housing Development Corporation. Its principal office shall be located in Woonsocket, Rhode Island, at such location as may be determined from time to time by the Board of Directors.

ARTICLE II:

Purpose

Section 1: Decent, safe, affordable housing is a basic right for all people. To this end the Woonsocket Housing Development Corporation shall be organized and operated to develop, own, manage, finance and preserve decent, safe and affordable housing for low- and moderate income families and individuals in the City of Woonsocket. This housing will be provided through rental, ownership (whether in fee, joint venture, or on a cooperative or land trust basis), management, development, repair programs or other means and it will be provided without regard to age, creed, color, handicap, national origin, race, or sex.

Section II: The Corporation is a nonprofit corporation organized exclusively for charitable purposes as described in Section 501 (c) (3) of the Internal Revenue Code, as amended. In no event will any part of the assets of the Corporation be applied directly for the benefit of any member of the Corporation in any manner that is prohibited by or may jeopardize the exempt status of the Corporation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III:

Membership

Section 1: Membership: Any person who supports the purposes of the Corporation and who works or lives in the City of Woonsocket may become a member of the Corporation upon an affirmative vote of the Board of Directors.

Section II: Board of Directors: All members of the Corporation shall be on the Board of Directors of the Corporation.

Section III: Number of Directors: The membership of the Corporation shall not be less than thirteen or more than twenty.

Section IV: Term of Office: The initial Board of Directors of the Corporation, and any additional Directors elected or appointed to such position prior to the second Annual Meeting of the Board of Directors shall serve for a term which shall expire at the second Annual Meeting of the Board of Directors.

Section V: Staggered Terms: At the second Annual Meeting of the Board of Directors, pursuant to a process approved by the majority of the Board of Directors, the Board shall elect Directors such that terms of office shall be staggered as follows: one-third of the Directors to be elected shall be elected to serve a one year term, one-third shall be elected to serve a two year term, and one-third shall be elected to serve a three year term. Beginning with the third Annual Meeting of the Board of Directors, Directors shall be elected to serve for a term of three years such that all Directors shall eventually be elected for a term of three years, and the terms of Directorship shall expire on a staggered basis.

Section VI: Maximum Term: No person shall be elected to the Board of Directors for more than two consecutive terms of office, provided, however, that this limitation shall not prevent a Director who holds such position prior to the second Annual Meeting of the Board of Directors from being elected to serve on the Board of Directors for two consecutive terms from and after such second Annual Meeting of the Board of Directors.

Section VII: Representative Membership: It is the goal of the Corporation to have a membership representing a broad spectrum of the community, reflecting its ethnic and minority diversity and including low and moderate income persons.

Section VIII: Removal: Any Board member may be removed from office by the affirmative vote of a majority of the Board present at any regular or special meeting called for that purpose, when he/she no longer meets the criteria for corporate membership, or for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, or for refusal to render reasonable assistance in carrying out its purposes. Any member proposed to be removed shall be entitled to at least ten days notice in writing by mail of the meeting of the Board of Directors at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section IX: Failure To Attend Meetings: A Board member who fails to attend three consecutive Board meetings may be deemed to have offered her/his resignation as a member of the Board of Directors.

ARTICLE IV:
Meetings of the Corporation

Section I: Annual Meeting: The Corporation's annual meeting shall be held in April or at such other time as the Board of Directors, shall, by vote, designate. Written notice of the date, time and place of the annual meeting shall be mailed to each director not less than twenty days prior to the date of the meeting.

Section II: Regular Meetings: Regular meetings of the Board of Directors shall be held at least nine times during the year. Written notice of the date, time and place of these meetings shall be mailed to each director not less than seven days prior to the date of the meeting.

Section III: Special Meetings: The President of the Board of the Executive Committee, or ten percent of the members may call a special meeting of the Corporation. Notice of Special Meetings shall include the date, time and place of the meeting; a statement of the reason for the meeting, and shall indicate who called the meeting.

Section IV: Conduct of Meetings: All meetings of the corporation shall be conducted by the President according to Roberts Rules of Order. The meeting shall be adjourned if, at its inception or during the meeting a quorum is not present. It shall be necessary that seven or more members be present to constitute a quorum.

Section V: Voting: The affirmative vote of a simple majority of members present at a meeting shall be the Act of the members unless a greater number of affirmative votes is specifically required by law or elsewhere in these By-laws. A vote shall be valid only if taken at a meeting of the Directors in which a quorum is present at the time of the vote. No Director may vote by proxy.

Section VI: Chairperson: The President or Vice-President in the absence of the President shall preside at all meetings of the Board of Directors. If both the President and Vice-President are absent a majority of the Directors in attendance shall elect a person to preside at the meeting.

ARTICLE V
Board of Directors

Section I: Powers: The Directors shall have the general management and control of the activities, properties and affairs of the Corporation and may

exercise all the powers that may be exercised or performed by the Corporation pursuant to law and these By-laws, specifically to include but not limited to those powers which are necessary to the Corporation to pursue those purposes for which it was created.

Section II: Officers: The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, and such other officers, with such designation, functions, powers and duties not inconsistent with the law and these By-laws, as may be assigned from time to time by the Board of Directors. Other offices may be created, modified and abolished by a two-thirds vote of the Board of Directors then in office. A Director may hold one such office at a time.

Section III: Election and Term of Office: The President, Vice-President, Secretary and Treasurer of the Corporation shall be elected annually by the Board of Directors from among their number at the regular meeting of the Board of Directors preceding the Annual Meeting of the Corporation. Election shall be a simple majority of the Directors then in office. Each officer shall hold office until a successor is duly qualified and elected or until he/she ceases to be a member of the Corporation or until he/she is removed from office in accordance with these By-laws.

Section IV: Vacancies: In case any office of the Corporation becomes vacant through death, resignation, retirement, disqualification, or other causes, the Directors then in office shall, within sixty days, elect a Director to fill such vacancy, and the officer so elected shall hold office and serve until the next election of the Corporation and until the election and qualification of his/her successor.

Section V: President: The President shall preside at meetings of the Corporation and of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as shall be prescribed by the Board of Directors.

Section VI: Vice-President: At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the power of the President and shall perform such other duties as shall be prescribed by the Board of Directors.

Section VII: Secretary: The Secretary shall be responsible for keeping minutes of all meetings of the Corporation, shall keep an accurate list of the names and addresses of all members, shall keep a list of all proposed members and applications for membership, and shall be responsible for ensuring that all corporate documents, papers and letters are being properly maintained and preserved.

Section VIII: Treasurer: The Treasurer shall be responsible for overseeing of the financial records of the Corporation. The Treasurer shall ensure that at each meeting of the Board a report of the financial status of the Corporation is presented, shall review and recommend investments of corporate funds, shall review from time to time the bookkeeping procedures by corporate employees to ensure that Federal and State tax returns have been filed, shall arrange for the review of corporate records by independent accountants when such review is deemed appropriate by the Board and take such other and further actions as directed by the Board.

Section IX Removal: Any officer may be removed from office by the affirmative vote of a majority of the Board present at any regular or special meeting called for that purpose, when he/she no longer meets the criteria for corporate membership, or for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least ten days notice in writing by mail of the meeting of the Board of Directors at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI: **Committees**

Section I: Executive Committee: The Executive Committee of the Corporation shall be composed of the following Directors: the President, Vice-President, the Treasurer and the Secretary and one other Director elected by the Board. The Executive Committee shall have the power to act on behalf of the Board in connection with the management of the affairs of the Corporation except upon matters specifically identified by the Board as requiring the act of the Board itself. The Executive Committee will undertake no act on behalf of the Board or Corporation except upon a two-thirds vote of the Committee, and in no case upon less than four affirmative votes.

Section II: Other Committees: The President, with the approval of the Board may appoint such other committees of its members as deemed desirable. Such committees may be temporary or continuing, shall act under supervision of the Board and President, and may not act on behalf of the Board but shall make recommendations to the Board as it deems appropriate to its charge. Said committees may act on behalf of the Board only upon specific delegation by the Board.

ARTICLE VII:

Executive Director

Section 1: Executive Director: The Board of Directors of the Corporation shall appoint an Executive Director, who shall serve at the pleasure of the Board of Directors. Appointment and removal shall require a majority vote of the Board of Directors. The Executive Director shall have such general executive supervision over the property, affairs, programs, and finances of the Corporation as shall be designated by the Board of Directors. He/she shall attend all meetings of the Board of Directors and Corporation Committees, and furnish information and staff assistance to such committees; be responsible for the administration of the Corporation's office and employ by and with the approval of the Board of Directors. The Executive Director shall not be deemed a member of the Board of Directors, the Executive Committee, or an officer of the Corporation. The Executive Director shall be entitled to such reasonable compensation for his/her services as is established by a majority vote of the Board of Directors.

ARTICLE VIII

Fiscal Year

Section 1: Fiscal Year: The Fiscal Year of the Corporation shall commence on the first day of July and end on the thirtieth day of June of the following year.

ARTICLE IX

Amendments

Section 1: Amendments: These By-laws may be amended by a two-thirds vote of the Board of Directors present at a meeting designated for that purpose.. The proposed amendment shall be mailed to the Directors at least ten days in advance of the meeting at which time action is to be undertaken on the proposed amendment.

ARTICLE X

Dissolution

Section 1: Dissolution: In the event of the dissolution of the Corporation, any and all assets available for distribution, after payment of obligations, shall be transferred to such other organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax law, whose goals include, but are not limited to the development or improvement of housing for low-income families in the City of Woonsocket as the Board of Directors shall determine.

**BOARD OF DIRECTORS
WOONSOCKET HOUSING DEVELOPMENT CORPORATION**

MS. PATRICIA ALLEN
50 Rhodes Avenue
Woonsocket, R.I. 02895

MR. JAMES CHAPLIN
225 Front Street
Woonsocket, R.I. 02895

MR. WILLIE L. BARR
239 Rathbun Street
Woonsocket, R.I. 02895

MS. GAIL CHAUVIN
1 Winsor Court
Cumberland, R.I. 02864

MS. NANCY BENOIT
28 Berkley Street
Woonsocket, R.I. 02895

MR. KEVIN COLEMAN
63 Bernice Avenue
Woonsocket, R.I. 02895

MR. PETER T. BOUCHARD
294 Woodland Street
Woonsocket, R.I. 02895

MS. EMMA DANDY
346 Village Road
Woonsocket, R.I. 02895

MR. DOUGLAS T. BROWN
324 Harris Avenue
Woonsocket, R.I. 02895

MR. WILLIAM R. HEADLEY
80 Hamlet Avenue
Woonsocket, R.I. 02895

MS. JOAN MANEY CARBONE
489 South Main Street
Woonsocket, R.I. 02895

MR. C. GIL PEREZ
600 South Main Street
Woonsocket, R.I. 02895

MS. DOROTHY CHAPLIN
54 First Avenue
Woonsocket, R.I. 02895

MS. MARY WATSON
37 Ballou Street
Woonsocket, R.I. 02895