

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Norman G. Orodener, Robert B. Berkelhammer, William H. Cotter, III, Robert A. Pitassi, and Anthony F. Muri

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

MIRIAM HOSPITAL FOUNDATION

THIRD. Said corporation is constituted for the purpose of This corporation is organized and at all times shall be operated for the purpose of benefiting The Miriam Hospital, a tax-exempt charitable hospital located in Providence, RI, and for no other purposes. In connection with, and only to the extent that such activities further the foregoing purpose, the corporation may from time to time engage in the following activities: raising funds to further, improve and advance the science or art of health care delivery, patient care, and the knowledge, practice and teaching of medicine and nursing; assisting in the advancement of medical research and investigation and in the improvement of medical teaching facilities and methods; providing funds to further the erection, establishment, organizing, equipping, operation, management, and maintenance of hospital facilities for the treatment of those who are sick, infirm or in any way afflicted with disease; soliciting and receiving contributions from whatever sources, whether unrestricted or for designated purposes; cooperating with others in carrying out the purpose of the corporation; and doing all things incidental to and designed to promote the foregoing purpose. In no event however, shall the corporation engage in carrying on propaganda, attempt to influence legislation, or participate or intervene in any political campaign.

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 The property of this corporation is irrevocably dedicated to the purpose prescribed in Article Third hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding-up of the corporation, its assets remaining after payment of, or provision for payment of, all its debts and liabilities shall be distributed to The Miriam Hospital or, if The Miriam Hospital is either no longer in existence or no longer tax-exempt under Section 501(c)(3) of the Internal Revenue Code, to another charitable hospital located in Providence, Rhode Island which is so tax-exempt.

SIXTH This corporation shall not have members as such. The persons who from time to time constitute the board of directors of the corporation shall, for the purpose of any statutory provision or rule of law, also be the members of the corporation and shall exercise all rights and powers of members thereof. For the purpose of any such statutory provision or rule of law, a quorum of members of the corporation shall be the quorum required for a meeting of the board of directors of the corporation.

SEVENTH Except for Article Third, these Articles of Association shall be amended only by affirmative vote of at least three-quarters (3/4) of all the members of the corporation's board of directors. Article Third shall be amended only by unanimous vote of all the members of the corporation's board of directors.

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

16th

day of

May

A. D. 19⁷⁸

NAME	RESIDENCE
<i>Norman G. Orodener</i>	1434 Narragansett Boulevard, Cranston, RI 02905
<i>Robert B. Berkelhammer</i>	130 Woodbury St., Providence, R.I. 02906
<i>William H. Cotter, III</i>	25 Bow Street, East Greenwich, R.I. 02818
<i>Robert A. Pitassi</i>	70 West River Parkway, No. Providence, RI 02904
<i>Anthony F. Muri</i>	90 Glenwood Dr., Warwick, R.I. 02989

STATE OF RHODE ISLAND, }
COUNTY OF Providence }

In the City

~~Providence~~

of

Providence

in said county this

16th

day of

May

A. D. 19⁷⁸, then

personally appeared before me Norman G. Orodener, Robert B. Berkelhammer, William H. Cotter, III, Robert A. Pitassi, and Anthony F. Muri

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.

Matthew W. Chase
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

MIRIAM HOSPITAL

FOUNDATION

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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