

State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we DUNCAN N. INGRAHAM, A. BENJAMIN DOUGLAS,
STUART E. BOOTH, KAREN S. BOOTH and JEAN S. INGRAHAM

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 PORTSMOUTH - PATRIOTS
YOUTH FOOTBALL ASSOCIATION

THIRD. Said corporation is constituted for the purpose of non-profit,
conducting a football program for youth and with the right to affiliate
with any national program to give effect to the same and for all other
purposes necessary and incidental thereto.

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 Portsmouth, Rhode Island.
(City or town)

(Further provisions not inconsistent with law)

FIFTH. This corporation shall have no capital stock and shall not be conducted for individual pecuniary gain or profit to its members. No part of the income or assets of this corporation shall inure to the benefit of any private individual or member. Nothing in this subsection, however, shall be construed to prevent the payment of compensation to officers of the corporation in amounts approved by the Board of Directors of the Corporation.

SIXTH. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively ~~for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.~~

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

7th

day of

April

A. D. 1997

NAME

RESIDENCE

<i>Duncan N. Ingraham</i>	55 Sigourney Road; Portsmouth, R.I. 02871
<i>A. Benjamin Douglas</i>	59 Evergreen Drive; Portsmouth, R.I. 02871
<i>Stuart E. Booth</i>	137 Lepes Road; Portsmouth, R.I. 02871
<i>Karen S. Booth</i>	137 Lepes Road; Portsmouth, R.I. 02871
<i>Jean S. Ingraham</i>	55 Sigourney Road; Portsmouth, R.I. 02871

STATE OF RHODE ISLAND, }
COUNTY OF }

In the City } of Portsmouth
Town }

in said county this 7th day of April, A. D. 1997, then

personally appeared before me DUNCAN N. INGRAHAM, A. BENJAMIN DOUGLAS,

STUART E. BOOTH, KAREN S. BOOTH, and JEAN S. INGRAHAM

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.

Maurice A. Solomon
Notary Public.
My Commission expires June 30, 1997

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

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SECRETARY OF STATE

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