

# State of Rhode Island and Providence Plantations

## ORIGINAL ARTICLES OF ASSOCIATION.

### (NON-BUSINESS CORPORATION.)

Know all Men by these Presents, That we Amedeo C. Merolla, Richard A. Boren, Vincent Morgera, Philip Weinstein, Edward M. Botelle, Roger C. Ross and Jill S. Votta.

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 Article III of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of  
Rhode Island Trial Lawyers Association

THIRD. Said corporation is constituted for the purpose of Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same shall be amended and in force from time to time, and in this connection to engage in activities to promote, or which might tend to promote, the education and advancement of trial lawyers in the State of Rhode Island, and to engage in any and all other activities permitted by law and not inconsistent with Section 501(c)(3) of the Internal Revenue Code. In furtherance of the foregoing purposes, said corporation shall have and possess, in addition to any other power or powers granted, allowed or existing, the following: (a) to acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incidental to the purposes for which this organization is organized; (b) to borrow money and issue evidences of indebtedness; and to secure loans by mortgage, deed of trust, pledge or other liens; and (c) to engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the purposes of this corporation.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 75, Chapter 116 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 \$150,000.00. But if such corporation desires to take and hold property to an amount exceeding \$150,000.00 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 said corporation shall inure to the benefit of any member, trustee, director, officer of said corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for said corporation effecting one or more of its purposes), and no member, trustee, officer of said corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of said corporation.

SIXTH. No substantial part of the activities of said corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and said 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 provision of these Articles, said corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same shall be amended and in force from time to time hereafter, or by incorporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as the same shall be amended and in force from time to time hereafter.

SEVENTH. In the event of the dissolution, winding up, or other liquidation of the assets of this corporation, whether voluntary, involuntary, or by operation of law, all of the remaining assets and property of this corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same shall be amended and in force from time to time hereafter, as the Board of Trustees or other governing body of this corporation shall determine.

Any of such assets not so disposed of shall be disposed of by the

Superior Court for the County in which said corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said Superior Court shall determine.

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

3rd day of June A. D. 19 81.

NAME	RESIDENCE
Amedeo C. Merolla	133 Albert Street W. Warwick, R.I.
Richard A. Boren	532 Elmgrove Ave. Prov. R.I.
Vincent Morgera	2 Jackson Walkway, Prov. R.I.
Philip Weinstein	10 Brook Street, Rehoboth, Mass.
Edward M. Botelle	Mayfield Hope Valley, R.I.
Roger C. Ross	89 Sunnyside Dr. Providence, R.I.
Jill S. Votta	900 Smith St, Prov. R.I.

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE }

In the City of Providence  
~~Dorwin~~

in said county this 3rd day of June A. D. 19 81, then

personally appeared before me Amedeo C. Merolla, Richard A. Boren,

Vincent Morgera, Philip Weinstein, Edward M. Botelle, Roger C.

Ross and Jill S. Votta

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.

*Jan M. Callaghan*  
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Rhode Island Trial

Lawyers Association

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE.

JUN 30 1981 19

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