

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we, Charles G. Edwards, Brendon P. Smith, Norman C. Alt, Deming E. Sherman and Jerry L. McIntyre

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

HAMILTON HOUSE

THIRD. Said corporation is constituted for the purpose of

the organizing, operating and maintaining of a program center for retired persons and other persons of similar age; the organizing and providing educational, recreational, arts and crafts and other programs and facilities for the benefit of such persons; receiving and administering grants, donations and endowments of every kind and nature from individuals, foundations, trusts, corporations, public bodies and governmental agencies in connection with such purposes and performing all such auxiliary functions as may be necessary or convenient for the carrying out of such purposes.

The corporation is organized and shall be operated exclusively for charitable, literary and educational purposes. No part of the net earnings or property of said corporation shall inure to the benefit of or be distributable to its members, officers, directors or governors or other private individuals, or be used or appropriated for other than said purposes, except that said corporation shall be authorized to pay reasonable compensation for services rendered. No substantial part of the activities of said corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. It is intended that the corporation shall be of the character described in the provisions of Section 501(c)3 of the Internal Revenue Code of the United States.

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. In the event of dissolution, winding up, or other liquidation of the assets of said corporation, whether voluntary, involuntary or by operation of law, its assets shall be distributed to such organization or organizations organized and operated exclusively for religious, charitable, scientific, or educational 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 Revenue Law), as the Board of Directors shall determine.

SIXTH

SEVENTH

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

20th

day of June

A. D. 1972

Charles G. Edwards
Charles G. Edwards

RESIDENCE

69 Brenton Avenue, Providence, R.I.

Brendon P. Smith

295 Glen Rd Portsmouth Rd

Norman C. Alt

248 Hope Street, East St, R.I.

Deming E. Sherman

325 Dayland Ave. Providence, R.I.

Jerry L. McIntyre

West Highland Drive, Johnston, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City.
Town

of Providence

in said county this 20th day of June A. D. 1972, then

personally appeared before me Charles G. Edwards, Brendon P. Smith,

Norman C. Alt, Deming E. Sherman and Jerry L. McIntyre

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.

Barn C. [Signature]
Notary Public.

My Commission Expires
June 30, 1976

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

HAMILTON HOUSE

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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