

# State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we Morris J. W. Gaebe, John A. Yena,  
John F. McNulty, Jr., Rena G. Troiano, and Christopher T. Del Sesto, Jr.,

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

Johnson & Wales College Club

THIRD. Said corporation is constituted for the purpose of being and conducting a club, as defined in section 3-1-1 of the General Laws for the exclusive benefit and use of its members and its guests, and of being an applicant for and holder of a retailer's license, Class D, under the Alcoholic Beverages Laws of the State of Rhode Island, and all purposes necessary or incident 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 Providence, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH Said corporation shall at all times conform to the following definition of "club," as found in section 3-1-1 of the General Laws (or to any amended definition):

"Club": A corporation subject to the provisions of chapter 6 of title 7, owning, hiring or leasing a building or space in a building of such extent and character as may be suitable and adequate for the reasonable and comfortable accommodation of its members, and whose affairs and management are conducted by a board of directors, executive committee or other similar body chosen by the members at a meeting held for that purpose, none of whose members, officers, agents or employees are paid directly or indirectly any compensation by way of profit from the distribution or sale of beverages to the members of the club or to its guests beyond the amount of such reasonable salary or wages as may be fixed and voted each year by the directors of other governing body.]

SIXTH

SEVENTH

In Testimony Whereof. We have hereunto set our hands and stated our residences this  
19th day of February A. D. 19 76

NAME	RESIDENCE
Morris J. Gaebe	1 corner Rd. Barrington R.I.
John A. Yena	285 Tanglewood Rd. E. Greenwich, R.I.
John F. McNulty, Jr.	400 Narragansett Pkwy. Warwick R.I.
Rena G. Troiano	33 Bucknort Rd. Bristol, R.I.

Christopher T. Del Sesto, Jr. 71 Christwick Rd. Cranston

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE }

In the City of Providence  
~~Town~~

in said county this 19th day of February A. D. 19 76, then  
personally appeared before me Morris J. W. Gaebe, John A. Yena, John F.  
McNulty, Jr., Rena G. Troiano and Christopher T. Del Sesto, Jr.

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.

Gregory J. Malley, Jr.  
Notary Public

36

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Johnson & Wales College Club

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20-76-1-116

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

FEB 20 1976

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