

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION  
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we ARCHIBALD B. KENYON, JR., JAMES V. AUKERMAN, JANE A. REARDON, ELIZABETH G. PHILLIPS and MARGUERITE D. BAUR

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 SPRUCE HILL ASSOCIATION, INC.

THIRD. Said corporation is constituted for the purpose of See Exhibit A attached.

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 North Kingstown, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH.....

SIXTH.....

SEVENTH.....

EXHIBIT A

A. To care for, maintain and repair Lot No. 8 (eight) (hereinafter referred to as the "Common Land") as shown on that plat entitled, "David Symonds Newport, Rhode Island Kingstown Vineyards (Residential Compound) Located in the Town of North Kingstown Washington County State of Rhode Island Village Green Associates, Inc. Drawn on May 4, 1978 by DMS Checked on 5-4-78 by PEB", or any part thereof; to construct, repair, rebuild and maintain structures or facilities for conservation and recreational purposes on said "Common Land", and to lease said "Common Land" for agricultural use.

B. To construct, repair, rebuild, care for and maintain the "20' Wide Right of Way" (hereinafter referred to as "Vineyard Road") as shown on that plat entitled "David Symonds Newport, Rhode Island Kingstown Vineyards (Residential Compound) Located in the Town of North Kingstown Washington County State of Rhode Island Village Green Associates, Inc. Drawn on May 4, 1978 by DMS Checked on 5-4-78 by PEB".

C. To appoint such committees as may be necessary to, or convenient in, the Organization discharging the duties entrusted to it.

D. To provide for the payment of taxes and assessments, if any, that may be levied by any governmental authority upon the "Common Land" and "Vineyard Road".

E. To levy an annual charge, upon the members of the organization and to sue to collect any of such charges that are not paid. Said annual charge shall be fixed at an equal amount for each numbered platted lot and shall be fixed at an annual meeting of the Organization. The annual charge shall be fixed by a majority vote of the members present and voting at the annual meeting for the normal and ordinary expenses, such as taxes and repairs and ordinary maintenance of the road. Extraordinary or unusual expenses, such as paving the road, shall require the unanimous vote of those members present and voting and the notice of the meeting must give notice that an extraordinary or unusual expense is to be voted upon at the meeting.

F. To expend the moneys collected by the Organization from assessments or charges, and other sums received by the Organization, for the payment and discharge of all proper costs, expenses, and obligations incurred by the Organization carrying out all or any of the purposes for which the Organization is formed.

G. To borrow money and to give, as security therefor, a mortgage or other security interest in any or all real or personal property owned by the Organization, or pledge of moneys to be received under paragraph G hereof.

H. To enforce charges, easements, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the "Common Land" and "Vineyard Road"; to enforce the decisions and rulings of the Organization; and to pay all expenses in connection therewith.

I. To acquire by gift, purchase, or other means, to own, hold, and enjoy, lease, operate, maintain, convey, sell, transfer, mortgage or otherwise encumber, or dedicate for public use, real or personal property in connection with the business of the Organization.

J. To do all things necessary and proper to accomplish the foregoing purposes.

In Testimony Whereof. We have hereunto set our hands and stated our residences this  
8th day of June A. D. 1978

NAME	RESIDENCE
<i>William W. Kenyon</i>	<i>89 New Hill Rd, W. Kingstown, RI</i>
<i>James V. Aukerman</i>	<i>10 Linden Drive, Kingston, R.I.</i>
<i>Jane A. Reardon</i>	<i>32 Itasca Rd. Narragansett, RI</i>
<i>Elizabeth G. Phillips</i>	<i>51 Pine Hill Rd. Wakefield, R.I.</i>
<i>Marguerite D. Baur</i>	<i>Prospect Rd, P.O. Wakefield, R.I.</i>

STATE OF RHODE ISLAND, }  
COUNTY OF WASHINGTON }

In the City } of South Kingstown  
Town }

in said county this 8th day of June A. D. 1978, then  
personally appeared before me ARCHIBALD B. KENYON / JAMES V. AUKERMAN, Jr.  
JANE A. REARDON, ELIZABETH G. PHILLIPS, and MARGUERITE D. BAUR

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.

*Leuel Chartier*  
Notary Public Notary Public.

106 ✓

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

SPRUCE HILL ASSOCIATION, INC.

0-92 8372A14...3500BL

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

JUN - 9 1978 19

*See*