

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Kenneth M. Walsh, Howard M. Solomon, Norman W. Hall, Ruth H. Trojan and Margaret A. Taylor

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 MIDDLETOWN HISTORICAL SOCIETY, STATE OF RHODE ISLAND.

THIRD. Said corporation is constituted for the purpose of discovering and collecting any material which may help to establish or illustrate the history of the Town of Middletown and its environs; including its exploration, settlement, development and activities in peace and war; its progress in population, wealth, education, arts, science, agriculture, manufacturing, trade and transportation; the collection of printed materials, such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters, manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics and material objects illustrative of life, conditions, events and activities of the past and the present; to provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in insuring the preservation and accessibility of the records and archives of Newport County and of its cities, towns, villages and institutions, and to undertake the preservation of historic buildings, monuments and markers; to (Continued after SEVENTH paragraph)

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 Middletown, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH Said corporation may amend its Articles of Association at any meeting of the members duly called for the purpose, by a two-thirds vote of the members present and voting, provided, however, that no amendment shall be effective which shall prevent said corporation from being exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under similar provisions of subsequent revenue acts, or prevent said corporation from being an organization to which a contribution constitutes a "charitable contribution" as defined in Section 170 of said Internal Revenue Code of 1954, as amended, or under similar provisions of subsequent revenue acts.

SIXTH Upon the dissolution of the corporation or other termination of its existence, disposition of the assets of the corporation remaining after the payment of all of its liabilities shall be used or distributed for purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1954 as from time to time may be amended.

SEVENTH Dissolution of this corporation shall be effected in accordance with § 7-6-13, 7-5-13 through 7-5-26 of the General Laws of Rhode Island, as amended.

THIRD (Continued) disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise, and by holding meetings with pageants, addresses, lectures, papers and discussion, and by marking historic buildings, sites, and trails, and by using the media of radio and television to awaken public interest; and to do such other acts permitted by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or any amendment thereto. No use of the property or facilities of said corporation shall be made in the course of carrying out the foregoing purposes which will cause any part of the property or facilities of said corporation to inure to the benefit of any member of said corporation or any individual. No substantial part of said corporation's activities shall be for the carrying on of propa-

In Testimony Whereof, We have hereunto set our hands and stated our residences this
26th day of May, A. D. 1976.

NAME	RESIDENCE
Kenneth M. Walsh	28 Boulevard Middletown RI 02840
Howard M. Solomon	6 Continental Dr Middletown RI 02840
Norman W. Hall	338 Tucker Ave, Middletown, R.I.
Ruth H. Trojan	30 W. Beacon Terr, Middletown, R.I. 02840
Margaret A. Taylor	14 Beacon Terr Middletown, R.I.

STATE OF RHODE ISLAND,
COUNTY OF NEWPORT

In the City of Middletown
Town

in said county this 26th day of May, A. D. 1976, then

personally appeared before me Kenneth M. Walsh, Howard M. Solomon, Norman W. Hall, Ruth H. Trojan and Margaret A. Taylor

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.

Edward B. Corcoran
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

MIDDLETOWN HISTORICAL SOCIETY,

STATE OF RHODE ISLAND

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 1 - 1976 19

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