

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Brian G. Bardorf, William R.
Harvey, G. Quentin Anthony, Jr., Kathleen A. Christie, and
Eileen P. Hadfield

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

Beechwood Foundation

THIRD. Said corporation is constituted for the purposes of charitable and educational purposes, including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as presently constituted, or the corresponding provisions of any future U.S. Internal Revenue Code, specifically including the acquisition, restoration, preservation, protection, and promotion of historic, unique and/or architecturally significant buildings, furnishings, objets d'arts, and the like, having educational, literary, historic, or social significance, in the County of Newport, and to encourage and promote such items for public display, viewing, appreciation, and general education and knowledge, and to foster public interest in the same.

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 Newport, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. The terms and conditions of membership and the officers and governing board shall be as expressly provided in the By-Laws of the corporation. The business and affairs of the corporation shall be administered, conducted and carried on by a board of trustees, who shall be elected as provided in the By-Laws. The By-Laws shall also set forth the qualifications, terms of office, powers, duties, and responsibilities of the trustees and of the officers of the corporation.

SIXTH. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and take payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

SEVENTH. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all other liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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 Internal Revenue Law) as the Board of Trustees shall determine.

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

1st day of April A. D. 1981

NAME	RESIDENCE
Brian G. Bardorf	26 South Drive, Middletown, R.I.
William R. Harvey	194 Third Beach Road, Middletown, RI
G. Quentin Anthony, Jr.	Highland Drive, Jamestown, R.I.
Kathleen A. Christie	1 Donald Drive, Middletown, R.I.
Eileen P. Hadfield	75 Green End Avenue, Middletown, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF NEWPORT }

In the City of Newport
TOWN

in said county this 1st day of April A. D. 1981, then

personally appeared before me Brian G. Bardorf, William R. Harvey,

G. Quentin Anthony, Jr., Kathleen A. Christie, and Eileen P.

Hadfield

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.

Dorothea G. Sullivan
Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

BEECHWOOD FOUNDATION

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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