

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we John H. Reid, III,
Andrew J. Chlebus, George W. Shuster, Kinnaird Howland and
Barry C. Fitzpatrick

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 Rhode Island
Cardiac Rehabilitation Center, Inc.

THIRD. Said corporation is constituted for the purpose of developing
and offering exercise and therapy programs for persons suffering
from cardiovascular diseases, developing educational programs
with respect to cardiovascular disease and the prevention
thereof, and conducting research with respect to cardiovascular
disease.

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 Providence, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH The corporation shall not issue stock, and its members shall consist of those persons selected in accordance with the by-laws of the corporation. A majority of the members may amend the articles of association at any annual meeting of the members or at any special meeting called for that purpose.

SIXTH The corporation shall be organized and operated exclusively for charitable, scientific and educational purposes. No part of its net earnings shall inure to the benefit of any private member or individual, within the meaning of §501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not carry on any substantial activities which consist of carrying on propaganda, or otherwise attempting to influence legislation, and shall not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of any candidate for public office.

SEVENTH Upon dissolution of the corporation, the assets shall be distributed to such organization or organizations selected by its Board of Directors, which shall be tax-exempt under §501(c)(3) of the Internal Revenue Code, other than a private foundation, and which shall be carrying on activities similar to those for which this corporation is formed.

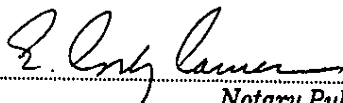
In Testimony Whereof, We have hereunto set our hands and stated our residences this
19th day of June A. D. 1975

NAME	RESIDENCE
John H. Reid III	67 Annawamsicut Rd. Barrington, R.I.
Andrew J. Chlebus	408 Derry Park Dr. Middleboro, Mass.
George W. Shuster	84 OSAGE DRIVE, WARWICK, R.I.
Kinnaird Howland	184 Power St, Providence, R.I.
Barry C. Fitzpatrick	193 Hope St, Providence, R.I.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City of Providence
Town }
in said county this 19th day of June A. D. 1975, then
personally appeared before me John H. Reid, III, Andrew J. Chlebus,
George W. Shuster, Kinnaird Howland and Barry C. Fitzpatrick

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.


Notary Public.

My Commission Expires
June 30, 1976

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Rhode Island Cardiac Rehabi-
litation Center, Inc.

REC'D JUN 20 1975

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 20 1975

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