

507335

A G R E E M E N T

This AGREEMENT made and entered into this 9<sup>th</sup> day of September 1979. by and between the RHODE ISLAND KINGS HOCKEY ASSOCIATION, a non-business corporation, organized under the laws of the State of Rhode Island, with a principal place of business in Woonsocket, Rhode Island, hereinafter, "Kings", and the WOONSOCKET COMETS OF R. I., INC. a non-business corporation, organized under the laws of the State of Rhode Island, hereinafter "Comets",

WHEREAS, the parties hereto each conduct a youth hockey program primarily for youngsters living in the Greater Woonsocket area; and

WHEREAS, the parties hereto desire to build a strong youth hockey program that would better benefit the young people residing in the Greater Woonsocket area; and

WHEREAS, to accomplish this goal it would be in the best interest of the parties hereto to merge and consolidate into one organization to conduct youth hockey activities and programs;

W I T N E S S E T H:

NOW, THEREFORE, in consideration of the mutual covenants contained herein, it is agreed by and between the parties as follows:

1. The Kings and the Comets do hereby agree to merge and consolidate their respective organizations to form one organization, a non-business corporation to conduct the youth hockey activities and programs formerly being conducted by the Kings and the Comets.

2. The purpose of the new organization will be to operate and conduct a youth hockey program and any other activities related thereto.

3. The name of the new organization shall be, "WOONSOCKET NORTH STARS HOCKEY ASSOCIATION, INC.", hereinafter, "North Stars".

The initial Board of Directors of the North Stars will consist of fifteen (15) members, elected as follows:

(a) Seven members to be elected by the Kings

1/3/80

(b) Seven members to be elected by the Comets

(c) One member elected by the remaining 14 members

4. The North Stars will be located in the City of Woonsocket, Rhode Island.

5. The present funds of the Kings and the Comets will be consolidated and will become the funds of the North Stars; however, if either the Kings or the Comets possess more monies than the other at the time of the merger the excess amount will be placed in escrow to be used towards tuition payments of any player from that organization having excess funds.

6. The Board of Directors of the North Stars will appoint a hockey director or directors who will recommend to the Board of Directors coaches for each level of hockey activity; however, the Board of Directors will possess the final approval as to the appointment of coaches.

The hockey director or directors will have control and direction of all coaches and the responsibility to establish a hockey system to be followed by said coaches.

7. It will be necessary for all players presently registered with either the Kings or Comets to try-out for team positions under the new organization and no present players would be guaranteed positions on any roster.

8. All eligible players for open tryouts conducted by the North Stars organization will come from the Yankee Conference as established by A.H.A.U.S.

9. The North Stars will limit itself to educational and charitable events as specified in Section 501, C3 of the Internal Revenue Code.

10. Upon dissolution the assets of the North Stars shall be distributed to an organization selected at the time, which complies with the exemption regulation under Section 501, C3 of the Internal Revenue Code, or to a governmental unit or an instrumentality for public purpose, it being the

intention that there be no inurement to members or other private persons.

11. The North Stars shall have all powers and authorities granted to it pursuant to the General Laws of the State of Rhode Island and may do any lawful act necessary or proper to accomplish the purpose or purposes of its incorporation.

RHODE ISLAND KINGS HOCKEY ASSOCIATION

By Denis G. Guay  
President

By Maurice C. DeCelles  
Secretary

WOONSOCKET COMETS OF R.I., INC.

By Edmund W. Hartnett  
President

By Robert C. Crote  
Secretary

CERTIFICATE OF SECRETARY

I, MAUREEN C. DECELLES, of the City of Woonsocket, County of Providence and State of Rhode Island, under oath do hereby certify as follows:

1. That I am the duly elected and qualified Secretary of RHODE ISLAND KINGS HOCKEY ASSOCIATION, a Rhode Island corporation with its principal place of business in the City of Woonsocket, County of Providence and State of Rhode Island.

2. That at a meeting of the Board of Directors of RHODE ISLAND KINGS HOCKEY ASSOCIATION duly called and held in the Town of North Smithfield, County of Providence and State of Rhode Island on the 9th day of September, 1979, at which a quorum was present and acting throughout, the following resolutions were unanimously adopted and are now in full force and effect:

VOTED:

1. That the Corporation merge with the WOONSOCKET COMETS OF R. I., INC., A Rhode Island corporation to conduct youth hockey activities and programs.

2. That the Corporation enter into an Agreement with the WOONSOCKET COMETS OF R.I., INC., setting forth therein the provisions of said merger and consolidation, a copy of which is annexed hereto and incorporated herein and marked Exhibit "A".

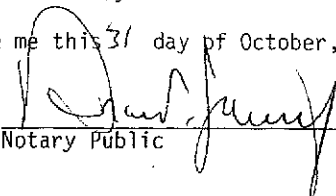
3. That Denis G. Guay and Maureen C. DeCelles as President and Secretary, respectively, be and they hereby are authorized for and on behalf of the Corporation to do and perform such other and further act or acts and to sign, seal, execute, acknowledge and deliver such instrument or instruments (including without limiting the generality of the foregoing, the Agreement annexed hereto and marked Exhibit "A") as they in their discretion, may deem necessary or advisable in order to consummate said merger.

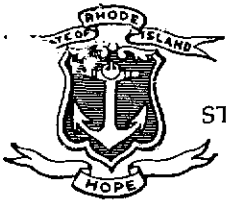
Dated October 21, 1979.

A true copy, attest:

  
MAUREEN C. DECELLES  
Secretary

Subscribed and sworn to before me this 31 day of October, 1979.

  
Notary Public



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

DEPARTMENT OF ATTORNEY GENERAL  
56 Pine Street  
Providence, R. I. 02903

Dennis J. Roberts II, Attorney General

CERTIFICATE OF APPROVAL

December 10, 1979

The Department of Attorney General, Division of Charitable Trusts, hereby issues this Certificate of Approval for the merger of RHODE ISLAND KINGS HOCKEY ASSOCIATION and the WOONSOCKET COMETS OF R. I., INC. pursuant to Rhode Island General Laws 7-6-18 concerning the merger of non-business corporations. This approval is based on the Purchase and Merger Agreement between the above non-business corporations filed with the Department of Attorney General on November 7, 1979.

*Marjorie Tarney*

MARJORIE TARMEY  
Administrator of Charitable Trusts



*Joshua Teverow*

JOSHUA TEVEROW  
Special Assistant Attorney General

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MURPHY, MULLEN & JARRET

ATTORNEYS AT LAW  
THE RICHMOND BUILDING  
270 WEYBOSSET STREET  
PROVIDENCE, RHODE ISLAND 02903

(401) 274-4300

WILLIAM T. MURPHY  
JAMES J. MULLEN  
ARAM P. JARRET, JR.

THE RHODE ISLAND, MASSACHUSETTS  
AND DISTRICT OF COLUMBIA BARS

WOONSOCKET OFFICE:  
UNION SQUARE  
800 PROVIDENCE STREET  
WOONSOCKET, R.I. 02895

(401) 769-1300

December 19, 1979

Secretary of State  
Corporation Division  
State House  
Providence, Rhode Island

Re: Woonsocket North Stars Hockey  
Association, Inc.

Gentlemen:

Enclosed herewith please find the original and the duplicate original agreement to merge the Woonsocket Comets of Rhode Island, Inc. and the Rhode Island King's Hockey Association, both non-business corporations, into the Woonsocket North Stars Hockey Association, Inc. As indicated the merger has been approved by the Administrator of Charitable Trusts.

After reviewing this please forward to the undersigned a duplicate original agreement of merger with the proper certification thereon. It is my understanding that the Agreement serves as the Articles of Incorporation for the Woonsocket North Stars Hockey Association, Inc.

Please advise me as to whether any fees are necessary to be filed in this matter.

Very cordially yours,

MURPHY, MULLEN & JARRET

By:

ARAM P. JARRET, JR.

APJ:wab  
Enclosure

MURPHY, MULLEN & JARRET

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800 PROVIDENCE STREET  
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(401) 769-1300

January 3, 1980

Secretary of State  
Corporation Division  
State House  
Providence, Rhode Island

Re: Woonsocket North Stars Hockey  
Association, Inc.

Dear Mrs. Calcagni:

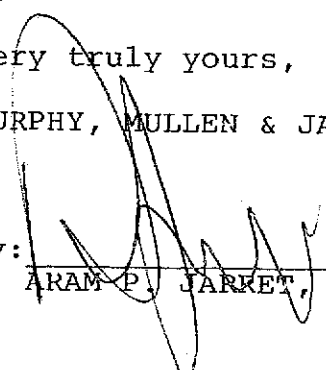
In accordance with our conversation of last week, I enclose herewith check in the sum of ten (\$10.00) dollars as filing fees therefore. Please return to the undersigned a duplicate copy of the Articles of Merger with the proper certification thereon.

Thank you for your assistance.

Very truly yours,

MURPHY, MULLEN & JARRET

By:

  
ARAM P. JARRET, JR.

APJ:wab  
Enclosure