

State of Rhode Island and Providence Plantations

**ORIGINAL ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)**

Know all Men by these Presents, That we... Bernard Kusnitz, Charles I. Waterman, Samuel Friedman, Irving B. Nemtzow, and Joseph Schmelzer.

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 Jewish Cemetery Unification Association, Incorporated.

THIRD. Said corporation is constituted for the purpose of providing perpetual care within Jewish religious law requirements for the various Jewish cemeteries bordering Farewell Street in Newport, Rhode Island and consolidating the administration and maintenance of said cemeteries under one cemetery organization.

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

FOURTH. Said corporation shall be located in Newport, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH (1) To do any and all other lawful things in furtherance of the foregoing charitable and religious purposes which may be permitted under Sections 501(c)(3) and 501(c)(13) of the Internal Revenue Code of 1954 and which are also permitted under the laws of the State of Rhode Island and Providence Plantations.

(2) To qualify to do business and to conduct business in any state or territory of the United States or in the District of Columbia.

(3) No part of the funds, income or net earnings of the Corporation shall inure to the benefit of any member, director or shall be devoted to any purpose other than those specified in the THIRD article hereof except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of such purposes.

(4) No substantial part of the activities of this Corporation shall be to carry on propaganda or otherwise to attempt to influence legislation or to participate in, or to intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

~~SIXTH~~ (5) Notwithstanding any other provision of these articles the Corporation shall not engage in any business not permitted to be carried on (a) by a Corporation exempt from federal income tax under Sections 501(c)(3) and 501(c)(13) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law); (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 United States Internal Revenue Law).

(6) (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, and (b) it shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954; retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1954; make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954; make any taxable expenditures, as defined in Section 4945 of the Internal Revenue Code of 1954.

~~SEVENTH~~ (7) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 501(c)(13) of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusive for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

28th day of July A. D. 19 76

NAME	RESIDENCE
Bernard Kusnitz	26 Blue Road Newport, R.I.
Charles I. Waterman	21 Willow Ave, Middletown, R.I.
Samuel Friedman	125 Kay Street, Newport, R.I.
Irving B. Nemtsov	175 Blvd Middletown, R.I.
Joseph Schmelzer	37 Walnut St, Newport, R.I.

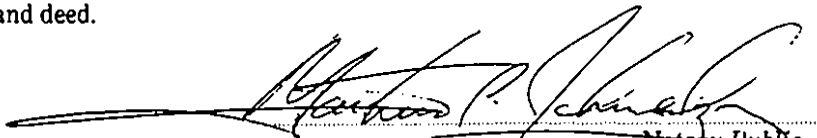
STATE OF RHODE ISLAND, }
COUNTY OF NEWPORT }

In the City } of Newport
Town }

in said county this 28th day of July A. D. 19 76, then

personally appeared before me Bernard Kusnitz, Charles I. Waterman,
Samuel Friedman, Irving B. Nemtsov, and Joseph Schmelzer

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.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Jewish Cemetery Unification

Association, Incorporated

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FILED IN THE OFFICE OF THE SECRETARY OF STATE

AUG 16 1976

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