

Non-Business Corporation

DUPLICATE

ARTICLES OF ASSOCIATION OF

WOOD - PAWCATUCK WATERSHED

ASSOCIATION

ORIGINAL

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUL 29 1983 19

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, ELIZABETH R. FROST, Second Deputy

Secretary of State

hereby certify that W. Edward Wood, Milton Salomon, William F. Johnson,

Betty Salomon, Hamilton Salsich, Lloyd E. Cook, Sr., Catherine A. Cressy

filed in the office of the Secretary of State on the twenty-ninth

day of July

, A. D. 19 83, an original and a duplicate

of the articles of association for forming a corporation under the name of

WOOD-PAWCATUCK WATERSHED ASSOCIATION

and that the foregoing is the duplicate of said articles of association.

WITNESS my hand and the seal of the State of

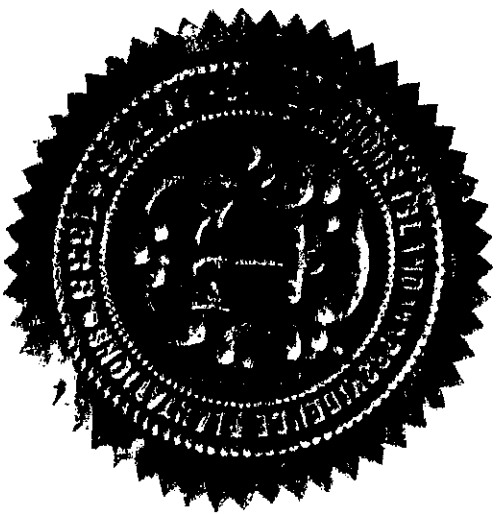
Rhode Island this twenty-ninth

day of July, in

the year 1983

Elizabeth R. Frost

Second Deputy
Secretary of State



State of Rhode Island and Providence Plantations

DUPLICATE ARTICLES OF ASSOCIATION
(NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we, W. Edward Wood, Milton Salomon,
William F. Johnson, Betty Salomon, Hamilton Salsich, Lloyd E.
Cook, Sr., and Catherine A. Cressy.

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
WOOD-PAWCATUCK WATERSHED ASSOCIATION

THIRD. Said corporation is constituted for the purpose of
encouraging the restoration, preservation and conservation of all
of the natural resources of the Wood and Pawcatuck River Water-
sheds, and is constituted exclusively for charitable purposes as
described in Section 501(c)(3) of the Internal Revenue Code of
1954, as amended.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See §§ 7-6-7, 7-6-7.1 and 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 certain corporations organized for the purposes enumerated in § 7-6-8. 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 thereo

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

(Further provisions not inconsistent with law)

FIFTH The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder.

SIXTH This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any officer, director or member (except that reasonable compensation may be paid for services rendered to and for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no officer, director or member shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

SEVENTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this
26th day of July, A. D. 19 83

NAME	RESIDENCE
<i>W. S. J. Salomon</i>	RR#2, Hope Valley, R.I. 02832
<i>Milton Salomon</i>	250 Bradford, R.I. 02808
<i>W. J. Salomon</i>	Box 576 Hope Valley, R.I. 02832
<i>Betty Salomon</i>	250 Bradford, R.I. 02808
<i>Samuel H. Salomon</i>	40 Prospect Street, Woonsocket, R.I. 02895
<i>Lloyd E. Cook</i>	Bradfordville Rd 02808
<i>Catherine A. Cressy</i>	50 Main St. Woonsocket, R.I. 02875

STATE OF RHODE ISLAND,
COUNTY OF Washington }

In the City of Hopkinton
Town
in said county this 26th day of July, A. D. 19 83, then
personally appeared before me
W. Edward Wood, Milton Salomon, William F.
Johnson, Betty Salomon, Hamilton Salsich, Lloyd E. Cook, Sr. and
Catherine A. Cressy,

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.

Robert J. Desautels
Notary Public.

My Commission Expires June 30, 1986