

# State of Rhode Island and Providence Plantations

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

Know all Men by these Presents, That we, Gerard P. O'Leary, Jr., Ph.D.,  
Jack D. Diehl, Jr., Ph.D., Louis A. Gatto, Ph.D., Roger H. Trumbore,  
Ph.D., and Matthew X. Turner,

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  
Eastern Colleges Science Conference

THIRD. Said corporation is constituted for the purpose of stimulating undergraduate interest in the Natural Sciences and their relation to other fields. Towards this end membership in Eastern Colleges Science Conference is open to all colleges and peoples interested in the organization's purpose. In support of its purpose the conference runs at least one yearly conference sponsored by a host institution. The theme and program of the conference shall be left to the discretion of the host institution, the only stipulation being that there be ample opportunity for the presentation and discussion of papers representing the original work of undergraduates in the natural sciences and their relation to other fields.

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 Providence, Rhode Island.  
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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 provision 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 United States Internal Revenue Law).

SIXTH. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 and educational 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 Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court having sufficient jurisdiction of the county in which the principal office of the corporation is then located.

SEVENTH

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

..... day of ..... A. D. 1983.

NAME

RESIDENCE

Gerard P. O'Leary, Jr., Ph.D. Round Hill Farms, Foster, Rhode Island

Jack D. Diehl, Jr., Ph.D. RD #2, Box 231, Jersey Shore, Pennsylvania

Louis A. Gatto, Ph.D. 56 Lamont Circle, Cortland, New York

Roger H. Trumbore, Ph.D. 5960 Kirkpatrick Street, Charlotte, N.C.

Matthew X. Turner 22 Hillery Drive, Flanders, New Jersey

*Gerard P. O'Leary, Jr.*

STATE OF RHODE ISLAND, }  
COUNTY OF PROVIDENCE }

In the ~~CITY~~ ~~TOWN~~ CITY } of PROVIDENCE

in said county this 15th day of March A. D. 1983, then

personally appeared before me Gerard P. O'Leary, Jr., Ph.D.

~~each and~~ all known to me and known by me to be the parties executing the foregoing instrument, and they ~~personally~~ <sup>him</sup> acknowledged said instrument by ~~them~~ subscribed to be <sup>his</sup> free act and deed.

*John A. Merrill*  
Notary Public.

See attached Rider "A" for continuation of notarizations.

~~APR 14 1983~~  
*File*

*15*

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

EASTERN COLLEGES

SCIENCE CONFERENCE

FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

APR 14 1983

1983

*File*

RIDER A

STATE OF PENNSYLVANIA  
COUNTY OF Wyoming

Jack D. Diehl, Jr.

In the City of Williamport in said county  
this 5<sup>th</sup> day of April A. D. 1983, then personally  
appeared before me Jack D. Diehl, Jr., Ph.D., known to me and  
known by me to be the party executing the foregoing instrument,  
and he acknowledged said instrument by him subscribed to be his  
free act and deed.

WILLIAM BAKER NOTARY PUBLIC,  
WYOMING COUNTY  
MY COMMISSION EXPIRES APR. 11, 1985  
Notary of Notaries

William Baker

Notary Public

STATE OF NEW YORK  
COUNTY OF Cattaraugus

Louis A. Gatto

In the City of Cattaraugus in said county  
this 24<sup>th</sup> day of March A. D. 1983, then personally  
appeared before me Louis A. Gatto, Ph.D., known to me and known  
by me to be the party executing the foregoing instrument, and  
he acknowledged said instrument by him subscribed to be his free  
act and deed.

JAMES T. SLATTERY  
NOTARY PUBLIC IN THE STATE OF NEW YORK  
APPOINTED IN SCHUYLER COUNTY, NO. 49-2702293  
MY COMMISSION EXPIRES MARCH 30, 1985

James T. Slattery  
Notary Public

STATE OF NORTH CAROLINA  
COUNTY OF Mecklenburg

Roger H. Trumbore

In the City of Charlotte in said county  
this 12<sup>th</sup> day of April A. D. 1983, then personally  
appeared before me Roger H. Trumbore, Ph.D., known to me and known  
by me to be the party executing the foregoing instrument, and  
he acknowledged said instrument by him subscribed to be his free  
act and deed.

Martha Segmon  
Notary Public  
My Commission Expires 2-12-84

STATE OF NEW JERSEY  
COUNTY OF Hudson

Matthew X. Turner

In the City of Jersey City in said county  
this 11<sup>th</sup> day of April A. D. 1983, then personally  
appeared before me Matthew X. Turner, known to me and known by  
me to be the party executing the foregoing instrument, and he  
acknowledged said instrument by him subscribed to be his free  
act and deed.

Frank Capone  
Notary Public

FRANK CAPONE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 4, 1983

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