

11-9300

RECEIVED MAY 8 1996

ARTICLES OF ASSOCIATION OF
MONTPELIER HISTORICAL SOCIETY INC.
A NON-PROFIT CORPORATION

Pursuant to the provisions of the Vermont Non-Profit Corporation Act (11 V.S.A. Ch. 19). Montpelier Historical Society, Inc. is formed at Montpelier, Vermont this 7th day of May, 1996 and sets forth its Articles of Association as follows:

I. The name of the corporation shall be MONTPELIER HISTORICAL SOCIETY, INC. and its location shall be in the City of Montpelier, Washington County, State of Vermont, or at such other place or places within or without the State of Vermont as shall be deemed by the directors to be in the best interest of the corporation.

II. The period of duration of this nonprofit corporation shall be perpetual.

III. The corporation is organized for charitable and educational purposes including, but not limited to, the acquisition, exhibition and preservation of artifacts including heirlooms, mementos, books and manuscripts of regional history, more specifically: (1) to collect and preserve evidence of the history of Central Washington County, with particular attention to Montpelier; (2) to provide leadership in local history education and opportunities for local research; (3) to serve as a resource center for local historical concerns; (4) to provide a forum for public study and discussion of current issues which have a bearing on the history of the City and the region.

The corporation shall have the power to do all other things, necessary, proper, advisable or convenient for the foregoing purposes and all other things incidental to them or connected with them that are not contrary to law or these Articles of Association.

IV. Members. The Corporation's membership shall consist initially of the Incorporators set forth below as Charter Members. Membership shall be open to all individuals interested in the aforesaid purposes of the corporation without regard to race, national origin, religion, age, color or sex, all in accordance with the Bylaws of the Corporation.

V. Registered Office and Agent. The initial registered agent of this Corporation shall be William G. Ricker. The initial registered office of this corporation shall be c/o William G. Ricker, Denis, Ricker & Brown, P. O. Box 565, 17 State Street, Montpelier, VT 05602.

VI. Location. The initial location of the Corporation shall be 57 Barre Street, Montpelier, Vermont but may be redesignated from time to time by the directors.

VII. Accounting. The operating year shall be the calendar year ending December 31.

9-4-96



VIII. Incorporators. The names and the addresses of the incorporators are:

<u>Name</u>	<u>Mailing Address</u>
Lola P. Aiken	10 Loomis Street Montpelier, VT 05602
Frederic Bertrand	Murray Hill Montpelier, VT 05602
Willis Bryan	RD #4180, Maple Street Waterbury Center, VT 05677
G. Landale Edson	47 Liberty Street Montpelier, VT 05602
Paul Guare	57 Barre Street Montpelier, VT 05602

IX. Directors. The initial board of this directors shall have twelve (12) members as set forth below.

<u>Name</u>	<u>Mailing Address</u>
Janice Abair	3 Miles Court Montpelier, VT 05602
Alan E. Blakeman	22 Winter Street Montpelier, VT 05602
Willis Bryan	RD #4180, Maple Street Waterbury Center, VT 05677
Paul Guare	57 Barre Street Montpelier, VT 05602
Robert Jackman	23 Vine Street Montpelier, VT 05602
Norman James	9 Derby Drive Montpelier, VT 05602

Clinton Krauss	30 Pleasant Street Montpelier, VT 05602
Janet Nielsen	RD #1, Box 545 Plainfield, VT 05667
Anthony Ed Otis	28 Sibley Avenue Montpelier, VT 05602
Jane Reed	23 Bailey Avenue Montpelier, VT 05602
William Ricker	10 Greenock Avenue Montpelier, VT 05602
Neysha Rossi	RD #4, Box 2730 Montpelier, VT 05602

The affairs of the corporation shall be managed by the Board of Directors. All directors shall serve until their successors are elected and shall qualify. Directors shall be elected as provided in the Bylaws.

XI. Charter Members. The following persons are and shall be charter members of the corporation.

Janice Abair	Beverlee Hill
Lola P. Aiken	Robert Jackman
Mary Bashara	Norman James
Frederic Bertrand	Linda Johnston
Donald Bigglestone	Charles Karparis
Judson Blakely	Jerome Kelley
Alan E. Blakeman	Clinton Krauss
Willis Bryan	Matthew Krauss
Almo Cechinni	Patrick Leahy
Frederick Cleveland	Jane Lendway
Rosendo Cueto	John Lincoln
William Doyle	Janet Nielsen
G. Landale Edson	Anthony Ed Otis
Paul Gillies	Louis P. Peck
J. Paul Giuliani	Jane Reed
Peter Giuliani	William Ricker
Robert Goodrich	Neysha Rossi
Paul Guare	Thomas Sparrow
Richard Hathaway	Willard Strong

Susan Hayward
Dorothy Helling
Ruth Heney

Ernest Tomasi
Angeles Zorzi

XII. Pecuniary Gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 1986 (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 1986 of the corresponding provision of any future United States Internal Revenue Law.

XIII. Dissolution. 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, to the Vermont Historical Society, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (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 under the supervision of the Washington Superior Court exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XIV. Annual Meeting of Members. The annual meeting of the corporation shall occur at such time and place as is set forth in the bylaws. No notice of the regular annual meeting will be given to the members unless the bylaws provide otherwise.

XV. Limitations on Activities. To carry out and fulfill the purposes enumerated above, the corporation shall have all the powers enumerated in the Vermont Nonprofit Corporation Act, as amended, including the power to purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in this state; and to sell, convey, mortgage, pledge, lease, and otherwise dispose of all or any part of its property and assets; and to cooperate with the Vermont Historical Society and other public and charitable organizations in furtherance of the aforesaid purposes.

Dated at Montpelier, County of Washington and State of Vermont this 7th day of May, 1996.

Incorporators

Rolap P. Aiken
Fred A. Barton
W. Willis Bryan
G. Landale Edson
Paul H. Moore

FGC:sw
[8940-1]

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Filed

Sept 4 1996

James F. Miller
Secretary of State

35.00

SECRETARY OF STATE
95 MAY 21 PM 1:30