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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2008 AUG 13 PM 2:42

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Club 420 Association, Inc.
  
2. The period of its duration is (if perpetual, so state) Perpetual
  
3. The specific purpose or purposes for which the corporation is organized are:
  1. To provide a medium of exchange of information among Club 420 sailors and to enhance the enjoyment of Club 420 Class sailboats;
  2. To promote and develop Club 420 Class racing under strict one-design rules;
  3. To encourage and foster the enjoyment of the sport and recreational aspects of sailing.
  
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
 

Additional terms set forth in Exhibit A attached hereto are incorporated and made a part hereof.

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By JAB 65643

5. The address of the initial registered office of the corporation is c/o Burns & Levinson LLP, One Citizens Plaza,   
(Street Address, not P.O. Box)  
Suite 1100, Providence, RI 02903, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
 address is John R. Gowell, Jr.   
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 4  
(not less than three directors)  
 and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
John Lambert	7 Ocean Terrace, Cumberland Foreside, ME 04110
John Barbano <input type="checkbox"/>	148 North Main Street, Cranbury, NJ 08512 <input type="checkbox"/>
Rob Williams <input type="checkbox"/>	9 Crest Acre Court, Summit, NJ 07901 <input type="checkbox"/>
Chip Whipple <input type="checkbox"/>	24 Middle Drive, Manhasset, NY 11030 <input type="checkbox"/>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
John R. Gowell, Jr.	c/o Burns & Levinson LLP, One Citizens Plaza, Suite 1100 <input type="checkbox"/> Providence, RI 02903

8. Date when corporate existence is to begin upon filing of these Articles of Incorporation  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: August 5, 2008

  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Signature of each Incorporator

## EXHIBIT A

### **The Club 420 Association, Inc.**

FIRST: The Corporation shall not be operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any other private person. However the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its purposes.

SECOND: 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 (including by publication or distribution of statements) any political campaign on behalf of any candidate for public office.

THIRD: Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity (a) not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code, or the corresponding provisions of any successor law, or (b) the contributions to which are not deductible under Sections 170(c)(2) and 170(a)(1) of the Code.

FOURTH: The manner of election or appointment of directors, and the term, qualifications and rights thereof shall be set forth in the Corporation's by-laws as permitted by General Laws of Rhode Island, Chapter 7-6.

FIFTH: If the Corporation is or shall become a private foundation, as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Organization or by-laws of the Corporation, the following provisions shall apply:

(a) The directors shall distribute the Corporation's income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The directors shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

**The Club 420 Association, Inc.**

SIXTH: Except as otherwise provided in the Corporation's by-laws, meetings of members may be held anywhere within the United States and meetings of directors may be held anywhere within or without the United States.

SEVENTH: To the extent legally permissible, and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3), or any equivalent section, of the Federal Internal Revenue Code, is not affected thereby, the corporation shall indemnify each of the directors and officers of the corporation against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, as fines and penalties and as counsel fees) reasonably incurred by such director or officer in connection with the defense or disposition of any action, suit or other proceeding (including any administrative proceeding), whether civil or criminal, in which such director or officer may be involved, as a party or otherwise, or with which such director or officer may be threatened, while in office or thereafter, by reason of such director or officer (i) being or having been a director or officer of the corporation; or (ii) serving or having served at the request of the corporation as a director, officer, employee or other agent of another organization; or (iii) serving or having served at the request of the corporation in any capacity (including any fiduciary capacity) with respect to any employee benefit plan.

Such indemnification shall include payment from time to time by the corporation of expenses, including counsel fees, reasonably incurred by any director or officer in connection with the defense or disposition of any such action, suit or other proceeding in advance of the final disposition thereof, provided that the corporation has obtained from such directors or officer a written undertaking to repay the amounts so paid by the corporation if (i) such director or officer is adjudicated not to be entitled to indemnification or (ii) the corporation determines, pursuant to the provisions of the following paragraph, that such director or officer is not entitled to indemnification. Such an undertaking by a director or officer may be accepted by the corporation without regard to the financial ability of such director or officer to make repayment.

The corporation shall not indemnify any director or officer of the corporation with respect to any matter as to which such director or officer has been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Further, in any matter disposed of by a compromise payment by such director or officer, the corporation shall not indemnify such directors or officer for such payment or for any related expenses unless indemnification is ordered by a court or such compromise is determined to be in the best interest of the corporation by (i) a disinterested majority of the directors then in office; or (ii) a majority of the disinterested directors then in office, after having obtained from independent legal counsel a written opinion to the effect that the director or officer seeking indemnification appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation.

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If such compromise is determined not to be in the best interest of the corporation and indemnification is denied, the applicant for indemnification may seek a determination by a court of his or her right of indemnification, and the corporation shall have the burden of proving that such applicant was ineligible for indemnification under this Article. No expenses incurred by such applicant in seeking such a determination, however, shall be paid by the corporation.

If, in any action, suit or other proceeding (including any administrative proceeding) brought by or in the right of the corporation, a director of the corporation is held not liable for monetary damages, whether because such director is relieved of personal liability under the provisions of the Articles of Organization or otherwise, such director shall be deemed to have met the standard of conduct set forth above and shall be entitled to counsel fees, reasonably incurred in the defense of such action, suit or other proceeding.

The right of indemnification provided for in this Article shall not affect any right of indemnification existing independently of this Article to which any director, officer, employee or other agent of the corporation may be entitled or which may be granted to such person. In addition, the corporation shall have the power to indemnify any of its employees or agents who are not directors or officers on any terms that the corporation deems appropriate and that are not prohibited by law.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who (i) is or was a directors, officer, employee or other agent of the corporation; or (ii) serves or served at the request of the corporation as a directors, officer employee or other agent of another organization; or (iii) serves or served at the request of the corporation in any capacity (including any fiduciary capacity) with respect to any employee benefit plan, against any liability incurred by such person in any such capacity or arising out of such person's status as such. The corporation shall have such power regardless of whether the corporation would have the power to indemnify such person against such liability.

No amendment to or repeal of any provision of this Article shall apply to any director or officer of the corporation without the written consent of such director or officer if such amendment or repeal adversely affects the rights of such director or officer existing under this Article prior to the effectiveness of such amendment or repeal.

As used in this Article, the terms "director" and "officer" include the relevant individual's heirs, executors and administrators, and an "interested" director or officer is one against whom in his or her capacity as director or officer the action, suit or other proceeding in question (or another action, suit or other proceeding on the same or similar grounds) is then pending."

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EIGHTH: No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or a directors (i) for any breach of the officer's or the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions of the officer or the directors not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or the director derived an improper personal benefit or (iv) for any act or omission of the officer or the director occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal. As used in this Article, the terms "officer" and "director" include the relevant individual's heirs, executors and administrators.

NINTH: No contract or other transaction of the Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any member, director or officer of the Corporation, or of any corporation, firm, or association of which such member, director or officer may be a director, officer, stockholder or member, may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his interest was disclosed to or known by the entire Board of Directors before acting on such contract or other transaction. Except in the case of any contract or other transaction between the Corporation and any other corporation, firm or association controlling, controlled by or under common control with the Corporation, any director of the Corporation who is also a director, officer, stockholder or member of any corporation, firm or association with which the Corporation proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, may not be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or such transaction, and such director shall not participate in the vote to authorize any such contract or transaction. Any such contract or transaction may be authorized or approved by a majority of the directors then in office and not disqualified by this ARTICLE NINTH to vote on such matters, even though the disinterested directors do not constitute a quorum.

TENTH: The Corporation shall have any and all additional powers necessary or incidental to the foregoing powers but not inconsistent with the powers of a Corporation incorporated not for profit under the provisions of the General Laws of Rhode Island Chapter 7-6, including, but not limited to, the following:

(a) The Corporation may purchase, solicit, accept, receive, subscribe for, or otherwise acquire, own, hold, vote and employ for the furtherance of its activities and purposes, cash, securities and real and personal property, or any interest therein, wherever situated, from any source or sources outright, in trust or otherwise, by gift, devise, bequest, grant, donation, membership dues or fees or otherwise, to the extent from time to time authorized by the laws of the State of Rhode Island and allowed by the by-laws of the Corporation and consistent with the provisions of Section 501(c)(3) of the Code and the Treasury Department Regulations promulgated thereunder.

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(b) The Corporation may retain, buy or otherwise acquire, renovate, improve, sell, lease, exchange, transfer, convey or otherwise dispose of, mortgage, pledge, encumber, or create a security interest in, and invest and reinvest its assets in any property, whether real or personal and within or without Rhode Island, including without limitation any stock, obligations, or other securities of any corporation, association or business trust, investment trust or investment company, provided that none of the assets of the Corporation shall be given or loaned directly or indirectly to any director, officer or member.

(c) The Corporation may aid, work and cooperate with and through, and participate in the activities of other entities, groups, organizations, officials, agencies, public or private, and individuals engaged in any purposes similar to the purposes of the Corporation; may provide facilities, personnel and funds to achieve, and to assist public agencies and the nonprofit private agencies and combinations thereof to achieve, any purpose of the Corporation; and may make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(d) The Corporation may make contracts, give guarantees, incur liabilities, borrow, raise money, draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; may secure the payment of any thereof and of the interest thereon by mortgage upon a pledge conveyance, or creation of any security interest in the whole or any part of the real or personal property of the Corporation, whether at the time owned or thereafter acquired; and may sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes, all on such terms as its Board of Directors may determine.

(e) The Corporation may make grants of all or part of the funds and property of the Corporation in furtherance of any purpose of the Corporation and may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the funds so loaned or invested.

(f) The Corporation may carry out all or any part of the foregoing objects as principal, agent, or otherwise, either alone or in conjunction with any person, firm, trust, partnership, association or corporation or as the general or limited partner of a limited partnership, in any part of the world; and may be a partner in any enterprise which the Corporation would have the power to conduct itself and be an incorporator of other corporations of any type or kind; and in carrying out its purposes and for the purpose of attaining or furthering any of its objects may make and perform contracts of any kind and description, and may do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein provided, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or for the attainment of any of the objects hereinbefore enumerated.

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(g) The Corporation may do any and all other lawful things in furtherance of any purpose which may be permitted under Section 501(c)(3) of the Code, and which are also permitted under Rhode Island General Laws, Chapter 7-6 and other laws of the State of Rhode Island, each as now in force or hereafter amended.

(h) The Corporation may carry on any other activities directly or indirectly relating to any of the foregoing activities and in furtherance of the foregoing purposes, and may have and exercise all the powers of corporations not-for-profit formed under the General Laws of Rhode Island as now in force and acts amendatory thereof.

(i) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Rhode Island in any jurisdiction within or without the United States.

(j) Without limiting the generality of the foregoing, the objects and purposes set forth above shall be subject always to the limitations that the Corporation shall not:

(1) engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of one or more of the purposes for which it has been formed; or

(2) subject the private property of its members to the payment of corporate debts to any extent whatsoever.

ELEVENTH: The Corporation may at any time merge or consolidate with any other corporation organized for charitable, educational, religious or scientific purposes if such Corporation is exempt from Federal income tax under Section 501(c)(3) of the Code.

TWELFTH: The Corporation may, at any time, by the affirmative vote of a majority of its members (or, in the event that the Corporation is, at the time, a public charity, by the affirmative vote of a majority of its Board of Directors) of its members, authorize a petition for its dissolution to be filed with the Supreme Court of the State of Rhode Island or with a superior court of the State, provided that, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, petition the Supreme Court of the State to dispose 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, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by the Supreme Court or a superior court of the State, exclusively for charitable, educational, religious or scientific purposes, or to such organization or organizations as the said Court shall determine which are organized and operated exclusively for such purposes.

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THIRTEENTH: All references in these Articles to sections of the Code shall be construed to mean and include the corresponding provisions of any future United States internal revenue law, and all references to Chapters and Sections of the laws of the State of Rhode Island shall be construed to mean and include the corresponding provisions of any future Rhode Island law.

FOURTEENTH: If any term or provision of these Articles of Organization is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby, but each such remaining term and provision shall be given effect to the fullest extent permitted by law.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

