



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$35.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is The Jamestown Counter Revolution Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

The development, marketing and management of athletic and related recreational social events in and around Rhode Island and to carry on any other activity that may be lawfully carried on by a corporation formed under the Rhode Island Non-Profit Corporation Act as may be in effect from time to time.

ARTICLE IV

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:

A. CHARITABLE PURPOSES. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES, AND NO PART OF THE NET EARNINGS, PROFITS OR ASSETS OF THE CORPORATION UPON DISSOLUTION OR OTHERWISE SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY DIRECTOR OF THE CORPORATION, AND UPON LIQUIDATION OR DISSOLUTION ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO ORGANIZATIONS THAT ARE DESCRIBED IN §501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE") OR IN A CORRESPONDING PROVISION OF ANY FUTURE STATUTE.

NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF. THE CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN ANY POLITICAL CAMPAIGN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ON BEHALF OF, OR IN OPPOSITION TO, ANY

CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES SPECIFIED IN §501(C)(3) OF THE CODE AND SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM TAX UNDER §501(C)(3) OF THE CODE OR UNDER A CORRESPONDING PROVISION OF ANY FUTURE STATUTE.

B. MEMBERS. THE CORPORATION MAY HAVE MEMBERS IF SO PROVIDED IN THE CORPORATION'S BY-LAWS.

C. BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BY-LAWS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE BY-LAWS MAY INCLUDE SPECIFIC LIMITATIONS TO THE POWER AND AUTHORITY OF THE BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL OF THE MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BY-LAWS.

D. LIMITATION OF LIABILITY. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (EACH, A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (II) LIABILITY FOR ACTS OR OMISSION NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) LIABILITY FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH D BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

E. INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY §7-6-6 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, THE CORPORATION'S BY-LAWS MAY INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINE APPROPRIATE, TO INDEMNIFY AGAINST ANY LOSS OR REIMBURSE FOR EXPENSES IN CONNECTION WITH ANY CLAIM. NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BY-LAWS AUTHORIZED BY THIS PARAGRAPH E MAY NOT INDEMNIFY OR REIMBURSE FOR EXPENSES A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, IN CONNECTION WITH ANY CLAIM OR CLAIMS FOR: (I) A BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND (III) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

F. AMENDMENT. THE ARTICLES OF INCORPORATION MAY BE AMENDED UPON A VOTE OF NO LESS THAN THE AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF ALL MEMBERS OF THE BOARD OF DIRECTORS OR AS OTHERWISE PROVIDED IN THE

BY-LAWS.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 55 DORRANCE STREET
SUITE 200

City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is JAMES O. REAVIS, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	JOHN A. RYAN	348 ELLIS ROAD NORTH ATTLEBORO, MA 02760 USA
DIRECTOR	TIMOTHY MCCORMICK	147 SWIFT STREET PROVIDENCE, RI 02904 USA
DIRECTOR	JAMES O. REAVIS	83 ARLINGTON AVENUE PROVIDENCE, RI 02906 USA
DIRECTOR	DANIEL GORRIARAN	16 PROGRESS STREET PAWTUCKET, RI 02860 USA

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JAMES O. REAVIS	55 DORRANCE STREET, SUITE 200 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 02/20/2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 20 Day of February, 2009 at 10:54:50 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

JAMES O. REAVIS

Form No. 200
Revised 09/07

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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

