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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

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

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 Eastern New England Scallop Association
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:
To represent scallop fishermen from eastern New England at the
various regulatory boards and to also promote information regarding
the scallop fishery to the regulators and public at large and for any
other lawful purpose.
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:
See attached sheet.

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Eastern New England Scallop Association
ARTICLES OF INCORPORATION

Fourth Provision:

(1) The corporation is organized and operated exclusively for educational, charitable, and scientific purposes;

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, if any, 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 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 1954 (or 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 corresponding provision of any future United States Internal Revenue Law).

(3) Upon the dissolution of the corporation, the board of directors (as that term is defined by Section 7-6-2 of the General Laws, as amended) by the corporation shall, after paying or making provision for the payment of all 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 of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

5. The address of the initial registered office of the corporation is 28 Caswell Street
(Street Address, not P.O. Box)
Narragansett, RI 02882, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Mark A. McSally
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four (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>
<u>Michael Marchetti</u>	<u>3119 Post Road, Wakefield, RI 02879</u>
<u>John Fish</u>	<u>47 Stanton Avenue, Narragansett, RI 02882</u>
<u>Steve Patterson</u>	<u>116 Woody Lane, Cushing, ME 04563</u>
<u>Gary Hatch</u>	<u>6 Town Clerk Road, Owl's Head, ME 04584</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

7. The name and address of each incorporator is:

Name	Address
Mark A. McSally	28 Caswell Street, Narragansett, RI 02882

8. Date when corporate existence is to begin upon filing
(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: 02/24, 2009

Signature of each Incorporator



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

