



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 Button Hole Kids Investment Fund

ARTICLE II

The period of its duration is Perpetual ___

ARTICLE III

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

The corporation is organized exclusively to provide financial support and resources to the Golf Foundation of Rhode Island d/b/a Button Hole, an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and for any and all other lawful acts and activities for which a corporation may be organized pursuant to the Rhode Island Non-Profit Corporation Act, as amended.

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:

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, TRUSTEES, 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 SECTION 501(C)(3) PURPOSES. 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 OR IN OPPOSITION TO 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 (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE); OR (B) BY A CORPORATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE

CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE).

UPON DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT OR TO A STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE.

IF THE NAMED RECIPIENT IS NOT THEN IN EXISTENCE OR NO LONGER A QUALIFIED DISTRIBUTE OR UNWILLING OR UNABLE TO ACCEPT THE DISTRIBUTION, THEN THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED TO A FUND, FOUNDATION OR CORPORATION ORGANIZED AND OPERATED EXCLUSIVELY FOR THE PURPOSES SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE).

ARTICLE V

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

No. and Street: 317 IRON HORSE WAY, SUITE 301

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is GARY R. PANNONE, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 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 | EDMUND M. MAURO JR. | P.O. BOX 5047 WAKEFIELD, RI 02880 USA |
| DIRECTOR | JOHN W. CLEGG | 39-2 CHANNEL VIEW DRIVE, UNIT 2 WARWICK, RI 02889 USA |
| DIRECTOR | GERALD J. FOGARTY | 600 MIDDLE HIGHWAY BARRINGTON, RI 02806 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 | GARY R. PANNONE | 317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 USA |

ARTICLE VIII

Date when corporate existence is to begin 06/01/2009

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 1 Day of June, 2009 at 3:31:00 PM 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.*

GARY R. PANNONE

Form No. 200
Revised 09/07

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