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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

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 Rocky Point Foundation, 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:

SEE ANNEX I HERETO

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 ANNEX II HERETO

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By [Signature]

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ANNEX I

3. The Rocky Point Foundation, Inc. ("The Foundation") is organized and shall be operated exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any like future federal tax code. The specific purpose or purposes for which the corporation is organized are:

(a) to preserve and protect the natural and historical heritage and environment of the property located in Warwick, Rhode Island, that is in and around the site of the former Rocky Point amusement park (the "Park"); (b) to encourage and support the public ownership of and access to, and the public use and maintenance of, the Park; (c) to work with governmental officials, authorities, and agencies, and with other private groups and individuals, in furtherance of the foregoing; and (d) to engage in other activities directly or indirectly related to or which may assist in the accomplishment of such purposes.

In furtherance thereof, The Foundation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes, and engage in any lawful act or activity for which corporations may be organized under the Rhode Island Nonprofit Corporation Act.

In furtherance of its corporate purposes, The Foundation shall have all the general powers enumerated in Section 7-6-5 of the Rhode Island Nonprofit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

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ANNEX II

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:

Section 1. Limitations On Activities

No substantial part of the activities of The Rocky Point Foundation, Inc. ("The Foundation") shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986 as amended (the "Code") and in any corresponding laws of the State of Rhode Island and Providence Plantations), and The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Articles and The Foundation's By-Laws, The Foundation shall not directly or indirectly carry on any activities which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of The Foundation shall inure to the benefit of, or be distributable to, any Director, Officer, Advisors, or any other private person, except that The Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of The Foundation.

Section 3. Distribution Of Assets

Upon the dissolution or final liquidation of The Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of The Foundation shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes as shall at the time qualify as an exempt organization within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Rhode Island and Providence Plantations.

In no event shall any of such assets be distributed to any director, officer, advisor, or any private individual.

5. The address of the initial registered office of the corporation is 1944 Warwick Avenue
(Street Address, not P.O. Box)
Warwick, RI 02889, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is John Howell
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(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>Mark Garrison</u>	<u>161 Aldrich Avenue, Warwick, RI 02889</u>
<u>John Howell</u>	<u>294 Bellman Avenue, Warwick, RI 02889</u>
<u>Kevin J. McDonough</u>	<u>470 Division Street, East Greenwich, RI 02818</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Mark Garrison</u>	<u>161 Aldrich Avenue, Warwick, RI 02889</u>
<u>John Howell</u>	<u>294 Bellman Avenue, Warwick, RI 02889</u>
<u>Kevin J. McDonough</u>	<u>470 Division Street, East Greenwich, RI 02818</u>
<u>George W. Shuster, Jr.</u>	<u>15 River Vue Avenue, Warwick, RI 02889</u>
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8. Date when corporate existence is to begin December 1, 2009
(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: November 21, 2009

Mark Garrison
Mark Garrison
John Howell
Kevin J. McDonough
George W. Shuster, Jr.
George W. Shuster, Jr.

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. RALPH MOLLIS

Secretary of State

