



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

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(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 WATCH HILL ENHANCEMENT FOUNDATION

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (the "Code") by making grants to organizations exempt from tax under Section 501(c) (3), and to protect, preserve and enhance the natural and built environments of Watch Hill, Rhode Island, to promote the safety, health, well-being and enjoyments of its residents and to provide support to other Watch Hill community projects.

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:

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. THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTIONS 170 (C)(2), 501 (C)(3), AND 2055 (A)(2) OF THE CODE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT UNDER THOSE SECTIONS.

B. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL CONSIST IN THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, NOR SHALL THIS CORPORATION PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

C. THE PROPERTY OF THIS CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES, AND NO PART OF THE NET INCOME OR ASSETS OF THIS CORPORATION SHALL EVER INURE TO THE BENEFIT OF ANY DIRECTOR, OFFICER, OR MEMBER OF THIS CORPORATION, OR TO THE BENEFIT OF ANY PRIVATE INDIVIDUAL. UPON THE WINDING UP AND DISSOLUTION OF THIS CORPORATION AND AFTER PAYING OR ADEQUATELY PROVIDING FOR THE DEBTS AND OBLIGATIONS OF THE CORPORATION, THE REMAINING ASSETS SHALL BE DISTRIBUTED TO A NONPROFIT FUND, FOUNDATION, OR CORPORATION WHICH IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES AND THAT HAS ESTABLISHED ITS TAX EXEMPT STATUS UNDER SECTION 501 (C)(3) OF THE CODE.

D. THE CORPORATION IS INTENDED TO QUALIFY AS A PRIVATE PASS-THROUGH FOUNDATION WITH THE INTERNAL REVENUE SERVICE AND THE CORPORATION,

(I) WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE;

(II) WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE;

(III) WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE OR ANY CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE;

(IV) WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; AND

(V) WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED BY SECTION 4945 OF THE CODE OR THE 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: 43 BROAD STREET
PO BOX 531

City or Town: WESTERLY State: RI Zip: 02891-0531

The name of its initial registered agent at such address is MATTHEW H. THOMSEN

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	MATTHEW H. THOMSEN	43 BROAD STREET WESTERLY, RI 02891-0531 USA
DIRECTOR	DONALD R. KELLY	3255 MEETING WAY VERO BEACH, FL 32963 USA
DIRECTOR	ELIZABETH W. BEAN	955 LEXINGTON AVENUE NEW YORK, NY 10021 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	MATTHEW H. THOMSEN ESQ.	43 BROAD STREET WESTERLY, RI 02891-0531 USA

ARTICLE VIII

Date when corporate existence is to begin 04/06/2010
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 6 Day of April, 2010 at 8:26:27 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.*

MATTHEW H. THOMSEN ESQ.

Form No. 200
Revised 09/07

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