

5. The address of the initial registered office of the corporation is 15 Elton Street
(Street Address, not P.O. Box)
Providence, RI 02906, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Kathie Florsheim
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 5
(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>Kathie Florsheim</u>	<u>15 Elton Street / Providence, RI 02906</u>
<u>Kathleen Hancock</u>	<u>5 Milk Street / Bristol, RI 02809</u>
<u>Sandra Miller</u>	<u>62 Hebert Rd. / Arlington, MA. 02472</u>
<u>Constance Mussells</u>	<u>7 Nichols Lane / East Greenwich, RI 02818</u>
<u>Jon Boothroyd</u>	<u>346 Middlebridge Rd. / Wakefield, RI 02879</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Kathie Florsheim</u>	<u>15 Elton Street / Providence, RI 02906</u>

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)

Date: 7/8/10

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.

Kathie Florsheim

Signature of each Incorporator

Living on the Edge
Articles of Incorporation

EXHIBIT A

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

The Corporation is organized exclusively for charitable and educational purposes as such terms are defined in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and specifically for the purposes of integrating scientific knowledge and data, using the arts and humanities, in order to demonstrate the ecological dynamics of climate change, sea level rise and storm damage on the human and natural landscape. The Corporation will work to raise the public's awareness of these issues thus leading to exploration of sustainable solutions to these challenges. In furtherance of these purposes, the Corporation will endeavor to present its findings and work to the public through: (i) photographs of the interior and exterior buildings, and the setting, and portraits of the residents of the site under exploration; (ii) interviews with residents at the site under study; (iii) maps and graphic illustrations of the area under study; (iv) panel discussions, website, and documentary film, and gallery shows; and (v) archive all material gathered for the use of future generations.

Living on the Edge
Articles of Incorporation

EXHIBIT B

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:

(a) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article 3 of the Articles of Incorporation.

(c) No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of 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 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 1986 (or the corresponding provision of any future United States Federal Tax Code), 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.



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

