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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 OCEANS AQUARIUM RESEARCH AND
SCIENCE CENTER
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 BUILD AND OPERATE A WORLD CLASS
AQUARIUM AND RESEARCH AND SCIENCE
CENTER. TO PROMOTE EDUCATION,
RESEARCH AND SCIENCE IN MARINE AND
AQUATICS
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:
NONE

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5. The address of the initial registered office of the corporation is 1260 MAIN ST
(Street Address, not P.O. Box)
COVENTRY, RI RI, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is VICTOR G MOFFITT
(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:

Name	Address
<u>VICTOR G. MOFFITT</u>	<u>92 MEADOWBROOK FARM RD COVENTRY RI 02816</u>
<u>BERTHA C. MOFFITT</u>	<u>92 MEADOWBROOK FARM RD COVENTRY RI 02816</u>
<u>MICHAEL A. PLANTE</u>	<u>710 MAPLE VALLEY RD COVENTRY RI 02816</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

Name	Address
<u>VICTOR G. MOFFITT</u>	<u>92 MEADOWBROOK FARM RD COVENTRY RI 02816</u>
<u>BERTHA C. MOFFITT</u>	<u>92 MEADOWBROOK FARM RD COVENTRY RI 02816</u>
<u>MICHAEL A. PLANTE</u>	<u>710 MAPLE VALLEY RD COVENTRY RI 02816</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin 8/3/2010
(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: 8/1/2010

Victor G. Moffitt
Bertha C. Moffitt
Michael A. Plante

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

