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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 Northeast Elite Wrestling of RI, 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:

To promote wrestling at all levels primarily by providing training and instruction to children and young adults and any other lawful purpose in accordance with the Rhode Island Nonprofit Corporation Act.

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CORPORATIONS DIV
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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 Exhibit A attached hereto and made a part hereof.

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BY [Signature] 197303

5. The address of the initial registered office of the corporation is:

One Citizens Plaza, 8th Floor, Providence, RI 02903

(Street Address, not P.O. Box)

Providence, RI 02910 and the name of its initial registered agent at
(City/Town) (Zip Code)

such address is Adler Pollock & Sheehan P.C.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

Name	Address
Robert D. Gibbons	32 Capital Street, Johnston, RI 02919
Sarsha M. Gibbons	32 Capital Street, Johnston, RI 02919
Raymond Creamer	20 Thomas Leighton Blvd., Cumberland, RI 02864

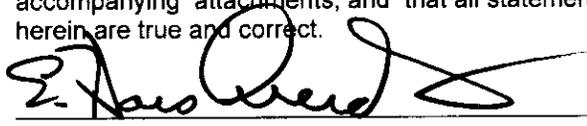
7. The name and address of each incorporator is:

Name	Address
E. Hans Lundsten, Esquire	One Citizens Plaza, 8th Floor, Providence, RI 02903

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30th day after the date of this filing

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: May 16, 2013



Signature of each Incorporator

EXHIBIT A
to the Articles of Incorporation of
Northeast Elite Wrestling of RI, Inc.

(a) The corporation shall have no members.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 the purposes set forth in Article Third of the Articles of Incorporation. 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 provisions 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 of 1986, as amended, or the corresponding section of any future federal tax code (the "Code") or (b) by a corporation, contribution, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the State of Rhode Island for a public purpose.

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(h) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.