

Filing Fee: \$35.00



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

2014 JUN -3 AM 9:24
SECRETARY OF STATE
CORPORATIONS DIV

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 Ocean State Bird Club

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 Attached

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 Attached

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JUN 03 2014

By 225453
A.A. 9:24 A.M.

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

Cameron and Mittleman, 301 Promenade Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI **02908**

(Zip Code)

and the name of its initial registered agent at

such address is **Cynthia W. Warren**

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 4

(not less than 3 directors)

and the names and address of the persons who are to serve as the initial directors are:

| <i>Name</i> | <i>Address</i> |
|-------------------------|---|
| Jana Hesser | 18 Emeline Street, Providence RI 02906 |
| Dan Berard | 6 Sunset Drive, Milbury MA 01522 |
| Marjorie Bradley | 85 Bradley Street, Seekonk, MA 02771 |
| Michael Gow | 14 Park Street, Rehoboth, MA 02769 |
| | |
| | |

7. The name and address of each incorporator is:

| <i>Name</i> | <i>Address</i> |
|--------------------|---|
| Jana Hesser | 18 Emeline St., Providence, RI 02906 |
| | |
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| | |
| | |

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 upon 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: 6/3/14

Jana Hesser
Signature of each Incorporator

ATTACHMENT TO ARTICLES OF INCORPORATION
Ocean State Bird Club

Article 3:

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

- (a) To provide opportunities for the study of and enjoyment of birds in their natural habitats; provide a forum for the exchange of ideas and information related to birds; and to promote education and conservation related to avian life in, but not restricted to, Rhode Island.
- (b) To operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"), and notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under this section; and
- (c) To do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and subject to the limitations hereinafter contained, and to engage in any lawful activity for which a nonprofit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution thereof.

Article 4:

Provisions, if any, not inconsistent with the law, which incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

- (a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence Legislation (except as otherwise provided by Section 501(h) of the Code), or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code, and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
- (b) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, or the winding up of its affairs or other liquidation of its assets, distribute all remaining assets of the Corporation to one

or more existing nonprofit corporations organized and operated for educational, charitable or scientific purposes consistent with one or more exempt purposes within the meaning of Article 3 hereof, within the meaning of Section 501(c)(3) of the Code in such manner and in such proportions as the Board of Directors shall prescribe.

- (c) No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its members; (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.