

THE KENDRA L. BOWERS GIVING TRUST, INC.

A Rhode Island Nonstock, Nonprofit Corporation

ARTICLES OF INCORPORATION

The undersigned, Katherine N. James-Bowers, whose post office address is 11 Kay Street, Newport, RI 02840, Michael M. Bowers, whose post office address is 11 Kay Street, Newport, RI 02840, Katiana Calzadilla, whose post office address is 292 Kay Street, Apt. #3, South Boston, MA 02127, and Amy Beth Simmons whose post office address is 303 Howland Rd, Middletown, RI 02842, being four natural people of the age of eighteen (18) years or more, acting as incorporators of the above-named corporation, do hereby form a nonstock, nonprofit corporation pursuant to the general laws of the State of Rhode Island.

FIRST: The name of the corporation is **The Kendra L. Bowers Giving Trust, Inc.** (the "Corporation").

SECOND: The post office address of the principal office of the Corporation in this State is 11 Kay Street, Newport, RI 02840.

THIRD: The name and address of the Registered Agent of the Corporation is Katherine N. James-Bowers, 11 Kay Street, Newport, RI 02840.

FOURTH: The period of the Corporation's duration is perpetual.

FIFTH: The purposes for which the Corporation is organized are as follows:

A. General Purposes.

(i) to operate exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under Section 501(c)(3) of the Code; and

(ii) to exercise all the powers of a nonstock corporation formed under the general laws of the State of Rhode Island which are necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept grants or donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

B. Specific Purposes. To provide educational scholarships to students pursuing studies primarily in environmental sciences, and to promote environmental responsibility and sustainability awareness.

SIXTH: The Corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock. Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

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CORPORATIONS DIV

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SEVENTH: Except for the initial Board of Directors, whose names are set forth in this Article SEVENTH, the Board of Directors shall be chosen in the manner provided in the Bylaws. The initial Board of Directors shall have four (4) members. The number of Directors of the Corporation may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than four (4). The names and addresses of the initial Directors are:

Michael M. Bowers
11 Kay Street
Newport, RI 02840

Katherine N. James-Bowers
11 Kay Street
Newport, RI 02840

Katiana Calzadilla
292 Kay Street, Apt. #3
South Boston, MA 02127

Amy Beth Simmons
303 Howland Road
Middletown, RI 02842

EIGHTH: The name and address of each incorporator is:

Michael M. Bowers
11 Kay Street
Newport, RI 02840

Katherine N. James-Bowers
11 Kay Street
Newport, RI 02840

Katiana Calzadilla
292 Kay Street Apt. #3
South Boston, MA 02127

Amy Beth Simmons
303 Howland Road
Middletown, RI 02842

NINTH: At all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of

preventing it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Rhode Island, or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, or religious within the meaning of Section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.

H. Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such a manner as to jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Code and which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

TENTH: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations with similar purposes that are described in Section 501(c)(3) of the Code.

ELEVENTH: The private property of the Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatsoever.

TWELFTH: No Director or Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a Director or Officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, including in each case their respective executors and administrators, shall be liable to the Corporation for money damages, including any expenses incurred in proceedings in connection with defense of a claim for damages, arising from any acts, events, or omissions by reason of service in the Director's or Officer's official capacity, except as such exculpation from liability is specifically prohibited, limited or qualified by the provisions of Section 7-6-34 of the Rhode Island Nonprofit Corporation Act. Notwithstanding any future amendment of this Article TWELFTH by the Corporation, the provisions of this Article shall apply with respect to any act, event, or omission occurring prior to the effective date of such amendment.

THIRTEENTH: Except to the extent limited by the provisions of Section 7-6-34 of the Rhode Island Nonprofit Corporation Act, each Director and Officer or former Director or Officer of the Corporation, including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against such person (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including attorneys' fees) reasonably incurred by such person in connection therewith. Such person may receive advances from the Corporation to defray reasonable expenses (including attorneys' fees) reasonably incurred by such person as a party to a proceeding which involves any prospect of such person being held responsible for liabilities, fines, penalties, and claims imposed upon or asserted against such person by reason of having been such a Director or Officer. Unless otherwise determined by the Board of Directors, such person shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding upon receipt by the Corporation of (i) a written affirmation by the Director or Officer of such person's good faith belief that the standard of conduct necessary for indemnification by the Corporation hereunder and as authorized under Section 7-6-34 of the Rhode Island Nonprofit Corporation Act has been met; and (ii) a written undertaking by or on behalf of the Director or Officer to

repay the amount advanced if it shall ultimately be determined that the standard of conduct has not been met. Although advances may be made pursuant to the foregoing, indemnification by the Corporation shall not be made unless authorized by the Board of Directors for a specific proceeding after a determination has been made that indemnification of the Director or Officer is permissible in the circumstances because such person has met the standard of conduct necessary for indemnification hereunder and as authorized under Section 7-6-34 of the Rhode Island Nonprofit Corporation Act. In no event shall the Corporation indemnify any Director or Officer if, based upon the facts and circumstances reasonably known by the Directors or made known to them, a majority of the Board of Directors concludes that it is more reasonable than not for the conduct of such Director or Officer to be described as one of the following:

- A. For any breach of the Director's duty or loyalty to the Corporation or its members; or
- B. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- C. For any transaction from which the Director derived an improper personal benefit, and also including any provision which under Chapter 7-6 of the Rhode Island Nonprofit Corporation Act is required or permitted to be set forth in the bylaws.

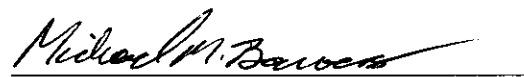
FOURTEENTH: All references contained in these Articles to the Internal Revenue Code of 1986, or to the "Code", shall be deemed to refer to the Internal Revenue Code of 1986 and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

FIFTEENTH: These Articles of Incorporation shall be effective upon filing.

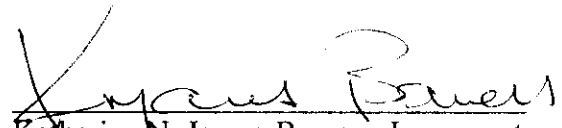
I hereby consent to act as Registered Agent in Rhode Island for **The Kendra L. Bowers Giving Trust, Inc.**


Katherine N. James-Bowers
Registered Agent

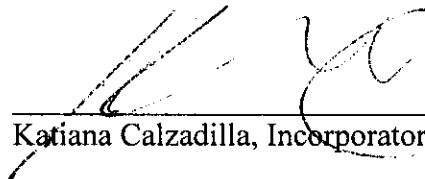
Under penalty of perjury, I declare and affirm that I have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.


Michael M. Bowers, Incorporator

Under penalty of perjury, I declare and affirm that I have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.


Katherine N. James-Bowers, Incorporator

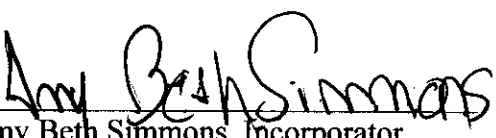
Under penalty of perjury, I declare and affirm that I have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



Katiana Calzadilla, Incorporator

10-AUG-2014

Under penalty of perjury, I declare and affirm that I have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.


Amy Beth Simmons, 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. RALPH MOLLIS

Secretary of State

