



State of Rhode Island and Providence Plantations  
Office of the Secretary of State

Fee: \$35.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is The Woods at Orchard Valley Homeowners Association, Inc.

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

The establishment of an association of homeowners for The Woods at Orchard Valley subdivision for the purpose of promoting the proper development of the subdivision and preserving and maintaining open space areas, common areas, easements and drainage ponds and related facilities.

**ARTICLE IV**

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:

THE WOODS AT ORCHARD VALLEY  
HOMEOWNERS ASSOCIATION, INC.

ADDENDUM TO  
ARTICLES OF INCORPORATION

EXHIBIT A

ARTICLE 4.

A. A DIRECTOR OR TRUSTEE OF THE CORPORATION SHALL 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 (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT TO THE PROVISIONS OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS AMENDED, OR (IV) LIABILITY FOR ANY TRANSACTIONS FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY SECTION 26.1 OF THE

RHODE ISLAND NONPROFIT CORPORATION ACT, AS AMENDED). IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATION ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT. ANY REPEAL OR MODIFICATION OF THIS ARTICLE 4. A BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

## B. INDEMNIFICATION

1. BYLAW AND DIRECTOR AND OFFICER INDEMNITY AGREEMENTS: STATUTORY PROVISIONS. THE BOARD OF DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR AND OFFICER FOR THE PURPOSE OF INDEMNIFYING HIM OR HER IN THE MANNER AND TO THE EXTENT PERMITTED BY SECTION 6 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT.

2. BYLAW AND DIRECTOR AND OFFICER INDEMNITY AGREEMENTS: OTHER PROVISIONS. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE BOARD OF DIRECTORS OF THE CORPORATION BY PARAGRAPH B.1. HEREOF, THE BOARD OF DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR AND OFFICER, FOR THE PURPOSE OF INDEMNIFYING SUCH DIRECTOR OR OFFICER IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN:

(A) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE 4.B, PAY, ON BEHALF OF A DIRECTOR OR OFFICER ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE DIRECTOR OR OFFICER (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER DIRECTORS OR OFFICERS) BY REASON OF ANY COVERED ACT OF THE DIRECTOR OR OFFICER.

(B) FOR THE PURPOSES OF THIS ARTICLE 4. B, WHEN USED HEREIN

(I) "LOSS" MEANS ANY AMOUNT WHICH A DIRECTOR OR OFFICER IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(II) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES; AND

(III) "COVERED ACT" MEANS ANY ACT OR OMISSION OF A DIRECTOR OR OFFICER IN THE DIRECTOR'S OF OFFICER'S CAPACITY AS A DIRECTOR OR OFFICER OF THE CORPORATION.

(C) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED DIRECTOR OR OFFICER, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED DIRECTOR OR OFFICER OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT DIRECTOR OF OFFICER, WHERE THE

DIRECTOR OR OFFICER WAS A DIRECTOR OR OFFICER AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(D) ANY BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO A DIRECTOR OR OFFICER PRIOR TO THE FINAL DISPOSITION OR ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM INVOLVING SUCH DIRECTOR OR OFFICER AND BASED ON THE ALLEGED COMMISSION BY SUCH DIRECTOR OR OFFICER OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH DIRECTOR OR OFFICER TO REPAY THE SAME TO THE CORPORATION IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH DIRECTOR OR OFFICER.

(E) THE BYLAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST A DIRECTOR OR OFFICER: (1) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3) FOR IMPROPER PERSONAL BENEFIT (UNLESS THE TRANSACTION IS PERMITTED BY SECTION 26.1 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS AMENDED).

(F) THE BY LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY CONTAIN SUCH OTHER TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINES TO BE CONSISTENT WITH THE PROVISIONS OF THIS ARTICLE.

#### ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: C/O PICERNE REAL ESTATE GROUP  
75 LAMBERT LIND HIGHWAY

City or Town: WARWICK

State: RI

Zip: 02886

The name of its initial registered agent at such address is

BRIAN TOUGAS

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	NICHOLAS REUTER	75 LAMBERT LIND HIGHWAY WARWICK, RI 02886 USA
DIRECTOR	BRIAN TOUGAS	75 LAMBERT LIND HIGHWAY WARWICK, RI 02886 USA
DIRECTOR	ROBERT G HADLEY JR.	75 LAMBERT LIND HIGHWAY WARWICK, RI 02886 USA

**ARTICLE VII**

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	ROBERT D. MURRAY ESQ.	21 GARDEN CITY DRIVE CRANSTON, RI 02920 USA

**ARTICLE VIII**

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 13 Day of November, 2014 at 1:31:45 PM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

**Enter signature(s) below.**

ROBERT D. MURRAY

Form No. 200  
Revised 09/07

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# 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*

