



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 Tillinghast Society, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

Organization and Purpose:

This corporation is organized exclusively for charitable, scientific and educational purposes and to this end shall at all times be operated within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income, or principal and whether acquired by gift, contribution, or otherwise, shall be devoted to said purpose.

The purpose of the Society is to provide stewardship and maintenance of the Tillinghast family legacy including the historic burial grounds and our genealogical archives for future generations.

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:

DIRECTOR CONFLICT OF INTEREST:

NO MEMBER OF THE BOARD OF DIRECTORS SHALL PARTICIPATE IN ANY DISCUSSION OR VOTE ON ANY MATTER IN WHICH HE OR SHE OR A MEMBER OF HIS OR HER IMMEDIATE FAMILY HAS POTENTIAL CONFLICT OF INTEREST DUE TO HAVING MATERIAL ECONOMIC INVOLVEMENT REGARDING THE MATTER BEING DISCUSSED. WHEN SUCH A SITUATION PRESENTS ITSELF, THE DIRECTOR MUST ANNOUNCE HIS OR HER POTENTIAL CONFLICT, RECUSE HIM OR HERSELF, AND REMAIN SILENT UNTIL DISCUSSION IS OVER ON THE MATTER INVOLVED. THE CHAIR OF THE MEETING IS EXPECTED TO MAKE INQUIRY IF SUCH CONFLICT APPEARS TO EXIST AND THE BOARD MEMBER HAS NOT MADE IT KNOWN.

RESTRICTION AGAINST POLITICAL AND LEGISLATIVE ACTIVITIES:

NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION 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 THE PURPOSE CLAUSE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE ORGANIZATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOT WITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

DISSOLUTION:

UPON THE DISSOLUTION OF THE ORGANIZATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)3 OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE V

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

No. and Street: 221 HIGH STREET
City or Town: PAWTUCKET State: RI Zip: 02860

The name of its initial registered agent at such address is W. BRUCE TILLINGHAST

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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 | DONNA TILLINGHAST CASEY | 5743 GOODAR ROAD SOUTH BRANCH, MI 48761 USA |

| | | |
|----------|-------------------------|---|
| DIRECTOR | JEANNINE JACARUSO DIETZ | 6431 SHADY LANE FALLS CHURCH, VA 22042 USA |
| DIRECTOR | CLAIRE SMITH HAUENSTEIN | 309 FERRIS HILLS CANANDAIGUA, NY 14424 USA |
| DIRECTOR | W. BRUCE TILLINGHAST | 221 HIGH STREET PAWTUCKET, RI 02860 USA |
| DIRECTOR | GRETA TILLINGHAST TYLER | 613 RANDOM ROAD RIPLEY , WV 25271 USA |

ARTICLE VII

The name and address of the incorporator is:

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|--------------|--|--|
| INCORPORATOR | CLAIRE SMITH HAUENSTEIN | 309 FERRIS HILLS CANANDAIGUA, NY 14424 USA |

ARTICLE VIII

Date when corporate existence is to begin 10/16/2015
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 16 Day of October, 2015 at 1:49:20 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.
CLAIRE SMITH HAUENSTEIN

Form No. 200
Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

