



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 Rhode Island Turnpike and Bridge Foundation

ARTICLE II

The period of its duration is  Perpetual

ARTICLE III

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

(a) The purposes of the Corporation are: (i) to organize and operate road races on the facilities of the Rhode Island Turnpike and Bridge Authority in order to promote health and wellness within the community and to raise money for local charities; and (ii) to provide financial support to charitable causes within or without the State of Rhode Island.

(b) The Corporation is organized exclusively for charitable and educational purposes, and the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Code.

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:

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ANY OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL, 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 ITS EXEMPT PURPOSES. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF 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.

(B) NOTWITHSTANDING ANY OTHER PROVISION 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 PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE CODE); OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE CODE).

(C) UPON THE DISSOLUTION OF THE CORPORATION, THE CORPORATION'S ASSETS SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL, AND ALL OF THE REMAINING ASSETS OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, SHALL BE CONVEYED OR DISTRIBUTED TO ONE OR MORE ORGANIZATIONS WITH PURPOSES SIMILAR TO THE PURPOSES OF THE CORPORATION AND EXEMPT FROM TAXATION UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE CODE). ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(D) THE CORPORATION MAY EXERCISE ALL OTHER RIGHTS AND POWERS CONFERRED UPON CORPORATIONS FORMED UNDER RHODE ISLAND GENERAL LAWS, CHAPTER 7-6, AS NOW IN FORCE OR AS HEREAFTER AMENDED; PROVIDED, HOWEVER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE SPECIFIC AND PRIMARY PURPOSES OF THE CORPORATION.

#### ARTICLE V

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

No. and Street: 1 EAST SHORE ROAD  
City or Town: JAMESTOWN State: RI Zip: 02835

The name of its initial registered agent at such address is EARL CROFT, III

#### 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	EARL CROFT III	1 EAST SHORE ROAD JAMESTOWN, RI 02835 USA
DIRECTOR	STEPHEN C. WALUK	1 EAST SHORE ROAD JAMESTOWN, RI 02835 USA
DIRECTOR	WILLIAM E. OGARA ESQ.	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 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	BENJAMIN L. RACKLIFFE ESQ.	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 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 26 Day of January, 2016 at 1:28:07 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.**

BENJAMIN L. RACKLIFFE

Form No. 200  
Revised 09/07

© 2007 - 2016 State of Rhode Island and Providence Plantations  
All Rights Reserved



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*

