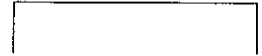




State of Rhode Island and Providence Plantations
Department of State - Business Services Division



Articles of Incorporation

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

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SECRETARY OF STATE
CORPORATIONS DIV
2016 JUL 18 AM 8:50

1. The name of the corporation is:

Butler Basketball Club

2. The period of its duration is: CHECK ONLY ONE BOX

☒ Perpetual (on-going)

☐ Date certain for dissolution _____

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

See Attachment.

Check the box to indicate an attachment. ☒

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 Exhibit "A" attached hereto.

Check the box to indicate an attachment. ☒

5. Name and address of the initial registered agent/office in Rhode Island is:

Name **Adam H. Thayer, Esq.**

Street Address (NOT a P.O. Box) **130 Bellevue Avenue**

City **Newport**

State **RHODE ISLAND**

Zip Code **02840**

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

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By *[Signature]* 279206

6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
See Exhibit "B" attached hereto	

Check the box to indicate an attachment. ☒

7. The name and address of each incorporator is:

NAME	ADDRESS
Adam H. Thayer, Esq.	130 Bellevue Avenue, Newport, RI 02840

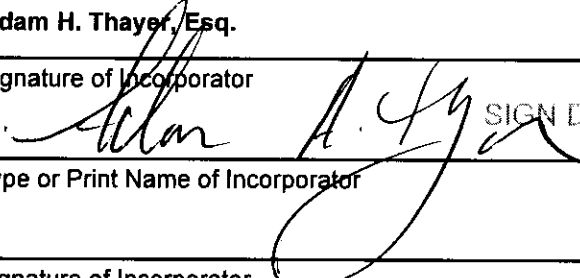
Check the box to indicate an attachment. ☐

8. Date when these articles will be effective: **CHECK ONLY ONE BOX**

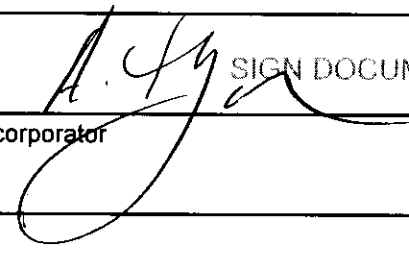
- ☒ Date received (Upon filing)
- ☐ Later effective date (Date must be no more than 30 days from the day of filing) _____

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.

Type or Print Name of Incorporator Adam H. Thayer, Esq.	Date 6/30/2016
--	-------------------

Signature of Incorporator 	SIGN DOCUMENT HERE
--	--------------------

Type or Print Name of Incorporator	Date
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Signature of Incorporator 	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator	Date
------------------------------------	------

Signature of Incorporator	SIGN DOCUMENT HERE
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#3. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In furtherance of these purposes the corporation shall support Newport County students through the formation of a basketball club, develop scholarships and other educational opportunities for students. Consistent with the foregoing purposes, the corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to corporations organized under the Nonprofit Corporation Act.

EXHIBIT A

- A. The Corporation shall have no members.
- B. The affairs of this corporation shall be managed by a board of at least three directors. The bylaws shall provide for officers of the corporation which shall include, but not be limited to, a President, Vice President, Secretary and Treasurer. The number of directors and officers, as well as the manner in which they shall be nominated and elected, shall be provided in the bylaws of the corporation.
- C. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law,
- (a) This corporation shall not have or exercise any power of authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), contributions to which are deductible for federal income tax purposes.
- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons, 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 the purposes Set forth in Article III hereof.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any

manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(d) Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for objects or purposes other than those set out in Article III hereof.

D. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the remaining assets of the corporation exclusively for the purposes set out in Article III hereof or, alternatively, after making such provision for all liabilities, the Board of Directors shall dispose of all the remaining assets to an organization or organizations which shall at the time operate exclusively for charitable or educational purposes and qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) Any of such assets not so disposed of by the Board of Directors shall be disposed of by the United States District Court for the State of Rhode Island exclusively for such purposes or to such exempt organization or organizations.

EXHIBIT B

Executive Board Members

Name	Address
Randolph A. Butler	391 Valley Road Middletown, RI 02842
Kevin O. Hagan	105 Memorial Blvd., West Newport, RI 02840
Janetta M. Donovan	391 Valley Road Middletown, RI 02842
Seneca Pender	178 Meadow Lane Middletown, RI 02842
Alison Costa	19 Butler Street Newport, RI 02840