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 WP Management Corporation

ARTICLE II

The period of its duration is X Perpetual __

ARTICLE III

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

WP Management Corporation (the "Corporation") is established with the purpose of fostering and promoting the creation, exhibition and performance of works of art by visual and performance artists of the State of Rhode Island, both in and out of state, and to engage in all activities as may be carried out by a corporation under Rhode Island General Laws Chapter 7-6-34. In furtherance of the Corporation's purpose, the specific objectives of the Corporation shall be to: (i) raise funds and support the functions of and carry out the purposes of WaterFire Providence, a Rhode Island nonprofit corporation ("Waterfire"); (ii) engage in activities and perform functions that WaterFire would otherwise have to perform; (iii) own, lease and maintain the site or sites at which WaterFire is located; (iv) otherwise benefit, through the provision of financial support and services, WaterFire; and (v) engage in any lawful act or activity in furtherance of the foregoing.

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. THE CORPORATION SHALL HAVE IN FURTHERANCE OF ITS CORPORATE PURPOSES ALL OF THE POWERS SPECIFIED UNDER AND BY VIRTUE OF CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS AS NOW IN FORCE OR AS HEREAFTER AMENDED.

B. EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW OR THESE ARTICLES OF INCORPORATION, THE BYLAWS OF THE CORPORATION MAY BE ALTERED, AMENDED OR
REPEALED, OR NEW BYLAWS MAY BE ADOPTED, BY AN AFFIRMATIVE VOTE OF TWO-

THIRDS OF THE TOTAL NUMBER OF DIRECTORS OF THE CORPORATION ENTITLED TO VOTE AT ANY ANNUAL MEETING OF THE DIRECTORS OR AT ANY SPECIAL MEETING OF THE DIRECTORS; PROVIDED, HOWEVER, THAT NO SUCH ALTERATION, AMENDMENT
OR REPEAL, OR ADOPTION OF NEW BYLAWS, SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR NONPROFIT PURPOSES.
C. NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY
DUTY AS SUCH OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW
IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, EXCEPT TO THE EXTENT THAT SUCH EXEMPTION FROM LIABILITY IS PERMITTED UNDER CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS. NO AMENDMENT OR REPEAL OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.
D. UPON THE LIQUIDATION, DISSOLUTION, TERMINATION OR WINDING UP OF THE CORPORATION (WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF THE
LAW), THE CORPORATION'S PROPERTY SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL, AND ALL PROPERTY AND ASSETS OF THE CORPORATION WHICH REMAIN AFTER PROVIDING
FOR THE REPAYMENT OF ITS DEBTS AND OBLIGATIONS SHALL BE CONVEYED AND TRANSFERRED TO WATERFIRE.
E. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG OR DISTRIBUTED TO ANY MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION, EXCEPT AS OTHERWISE
EXPRESSLY PERMITTED BY CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS, OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH.

ARTICLE V

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

No. and Street: 101 REGENT AVENUE
#12
City or Town: PROVIDENCE State: RI Zip: 02908

The name of its initial registered agent at such address is WATERFIRE PROVIDENCE

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	PETER VAN ERP	148 CONGDON STREET PROVIDENCE, RI 02906 USA

DIRECTOR	JANE I CARLSON	110 LAURISTON STREET PROVIDENCE, RI 02906 USA
DIRECTOR	CHRISTIE SMITH	12 CHAMPLIN PLACE NEWPORT, RI 02840 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	RITA M. SCHWANTES	101 ARCH STREET SUITE 1101 BOSTON, MA 02110 USA

ARTICLE VIII

Date when corporate existence is to begin 07/25/2016

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

Signed this 25 Day of July, 2016 at 2:00:26 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.
RITA M. SCHWANTES

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:

July 25, 2016 1:58 PM

Nellie M. Gorbea
Secretary of State

0-9452-0