



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 Support Corporation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

WP Support Corporation (the "Corporation") is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States Internal Revenue law (the "Code"). 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"), so long as WaterFire continues to be organized and operated for exempt purposes within the meaning of section 501(c)(3) of the Code; (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, provided such activities are not in violation of, or inconsistent with, the Corporation's status as a charitable organization under section 501(c)(3) of the Code or a nonprofit corporation organized under the Rhode Island Nonprofit Corporation Act.

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; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A

MANNER INCONSISTENT WITH THE EXEMPTION FROM FEDERAL INCOME TAX TO WHICH

THE CORPORATION SHALL BE ENTITLED UNDER SECTION 501(C)(3) OF THE CODE.

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 EDUCATIONAL OR CHARITABLE PURPOSES, OR FOR ANY PURPOSE OR IN ANY MANNER

THAT WOULD DEPRIVE IT OF EXEMPTION FROM FEDERAL OR STATE INCOME TAXES.

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 SO LONG AS SUCH ORGANIZATION CONTINUE TO BE ORGANIZED AND OPERATED FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OTHER THAN FOR RELIGIOUS PURPOSES, OR IF NOT THEN SO EXEMPT, TO ONE OR MORE ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OTHER THAN FOR RELIGIOUS PURPOSES.

E. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG, DISTRIBUTED TO, OR INURE TO THE BENEFIT OF ANY MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL OR ORGANIZATION ORGANIZED AND OPERATED FOR PROFIT (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 SO STATED ABOVE) OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH; AND 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 DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

F. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS,

AND SHALL NOT BE A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS. IN THE

EVENT THAT THE CORPORATION IS A PRIVATE FOUNDATION AS THE TERM IS DEFINED IN SECTION 509 OF THE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

THE DIRECTORS SHALL DISTRIBUTE THE INCOME FOR EACH TAXABLE YEAR AT SUCH

TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; AND THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE; NOR RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE; NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO INCUR TAX LIABILITY UNDER SECTION 4944 OF THE CODE, NOR MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

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 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	MARTHA SHERIDAN	175 WALMSLEY LANE SAUNDERSTOWN, RI 02874 USA
DIRECTOR	LEE VALENTINI	270A WATERMAN STREET PROVIDENCE, RI 02906 USA
DIRECTOR	ROGER BERGENHEIM	82 BEACON AVENUE WARWICK, RI 02889 USA
DIRECTOR	BARNABY EVANS	101 REGENT AVENUE PROVIDENCE, RI 02908 USA
DIRECTOR	PETER A MELLO	12 WATER STREET MATTAPOISETT, MA 02739 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

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

Signed this 25 Day of July, 2016 at 2:52:27 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:

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

