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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is..... Prudence Conservancy.....

SECOND: The period of its duration (if perpetual, so state).... perpetual.....

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

(a) to preserve the natural and living environments of Prudence Island, Rhode Island;

(b) to inform and educate residents of Prudence Island of and on such environmental issues; and

(c) to receive and maintain a fund or funds of real or personal property, or both, subject to the limitations and restrictions hereinafter set forth; to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for the purposes set forth above.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

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FOURTH:

This corporation is organized and shall be operated exclusively for public charitable and educational purposes. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, 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 above. No substantial part of the activities of the corporation, as defined by law or not permitted by Section 501 (h) of the Internal Revenue Code of 1954, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue law), shall be 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue law) or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue law).

The corporation shall distribute its 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall be a membership corporation and shall have no authority to issue capital stock. The membership shall consist initially of the members named in the bylaws adopted by the incorporators and such additional members as may thereafter

be elected to the membership from time to time upon such terms and conditions as the bylaws shall set forth.

The affairs and business of the corporation shall be managed by a Board of Directors. Each director shall have one (1) vote. The directors and officers of the corporation, terms of their office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the bylaws of the corporation.

Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as, in the judgment of the Board of Directors, will best accomplish the general purposes for which this corporation was formed.