



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 Garden Pond Restoration Association

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

TO RESTORE, MAINTAIN AND IMPROVE THE WATER QUALITY, USEFULNESS AND ENJOYMENT OF GARDEN POND AND TO DO ALL ACT NECESSARY OR DESIRABLE IN CONNECTION THEREWITH OR ARISING THEREFROM.

**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. CHARITABLE PURPOSES. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES, AND NO PART OF THE NET EARNINGS, PROFITS OR ASSETS OF THE CORPORATION UPON DISSOLUTION OR OTHERWISE SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY DIRECTOR OF THE CORPORATION, AND UPON LIQUIDATION OR DISSOLUTION ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO ORGANIZATIONS THAT ARE DESCRIBED IN § 501(A) OF THE INTERNAL REVENUE CODE OR IN A CORRESPONDING PROVISION OF ANY FUTURE STATUTE. NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF.

B. MEMBERS. THE CORPORATION MAY HAVE MEMBERS IF SO PROVIDED IN THE CORPORATION'S BYLAWS.

C. BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF

INCORPORATION, OR THE CORPORATION'S BYLAWS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE CORPORATION'S BYLAWS MAY INCLUDE SPECIFIC LIMITATIONS TO THE POWER AND AUTHORITY OF THE BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL OF THE MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BYLAWS.

D. LIMITATION OF LIABILITY. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (EACH, A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (II) LIABILITY FOR ACTS OR OMISSION NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW OR (III) LIABILITY FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

E. INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, THE CORPORATION'S BYLAWS MAY INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINES APPROPRIATE, TO INDEMNIFY AGAINST ANY LOSS OR REIMBURSE FOR EXPENSES IN CONNECTION WITH ANY CLAIM. NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BYLAWS AUTHORIZED BY THIS PARAGRAPH MAY NOT INDEMNIFY OR REIMBURSE FOR EXPENSES A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, IN CONNECTION WITH ANY CLAIM OR CLAIMS FOR: (I) A BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW OR (III) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

#### ARTICLE V

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

No. and Street: 148 WEST RIVER STREET  
SUITE 1E

City or Town: PROVIDENCE

State: RI

Zip: 02904

The name of its initial registered agent at such address is MCLAUGHLINQUINN LLC

#### 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	TIMOTHY J. ONEILL	27 S BAYBERRY LN CHARLESTOWN, RI 02813 USA

DIRECTOR	FRANK DERAMA	27 S BAYBERRY LN CHARLESTOWN, RI 02813 USA
DIRECTOR	RAYMOND MOTT	27 S BAYBERRY LN CHARLESTOWN, RI 02813 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	JEFFREY B. CIANCIOLO	148 W RIVER ST, STE 1E PROVIDENCE, RI 02904 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, 2017 at 3:34:53 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.**

JEFFREY B. CIANCIOLO

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*

