

**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 Victorian Cemetery Restoration and  
Preservation Commission

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

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

To receive money through grant, gift, devise, bequest, rents, sale of promotional material, property and memberships. To identify, acquire, maintain, restore, rehabilitate, use, open to the public and to preserve for posterity buildings, tracts of land, historic documents and objects of architectural, educational, artistic, cultural and other similar interests and places of natural beauty in the State of Rhode Island; and to work with other organizations engaged in similar activities and especially those properties both real and personal associated with Riverside Cemetery which is listed on the State and National List of Historical Places and located at 724 Pleasant Street, Pawtucket, Rhode Island.

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: To hold, invest and administer <sup>(Note 1)</sup> these funds and properties; to take and hold in fee simple or any lessor estate by purchase, gift, grant, bequest, devise or otherwise, any land, tennaments, or other estate, real or personal, and upon such conditions or undertakings as such corporation may deem desirable or necessary. The corporation shall have the power and privileges and be subject to the duties and responsibilities set forth in all general laws now or hereafter in force not inconsistent herewith which are applicable to corporations organized pursuant to Article III of Chapter 116 of the General Laws, 1938 as amended and supplemented.

No part of the earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the Corporate Assets upon dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of this organization, the Board of Directors (as that term is defined in Section 7-6-2 of the General Laws as amended) shall upon making provision for the payment of all liabilities of the corporation, distribute all remaining assets to the Trustees to Riverside Cemetery whose principal office is located at 724 Pleasant Street, Pawtucket, Rhode Island.

FIFTH: The address of the initial registered office of the corporation is..... 724 Pleasant Street,  
Pawtucket, Rhode Island 02860..... (add Zip Code),

and the name of its initial registered agent at such address is:..... Polly D. Stiles, 724 Pleasant Street,  
Pawtucket, Rhode Island 02860

SIXTH: 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:

Name

Address

Polly D. Stiles

724 Pleasant St., Pawtucket, RI 02860

Tina Stiles

724 Pleasant St., Pawtucket, RI 02860

John G. Hickey

78 Pleasant St., Cranston, RI 02910

SEVENTH: The name and address of each incorporator is:

Name

Address

Polly D. Stiles

724 Pleasant St., Pawtucket, RI 02860

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of  
incorporation):..... September 24, 1990

Dated August 25, 1990

Polly D. Stiles

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

## Preamble

Whereas, Victorian Garden Cemeteries are unique in design and layout and contain memorials to many prominent citizens who have contributed much to the cultural and economic growth of Rhode Island; and

Whereas, Riverside Cemetery is one of the finest examples of these historical cemeteries as well as being a natural aboretum in its own right; and

Whereas, Riverside Cemetery is listed on the National and State Registry of Historical Places; and

Whereas, the cost to maintain these historical cemeteries far exceed funds set aside for such purposes in the early nineteenth century; and

Whereas, many significant monuments to those prominent contributors to Rhode Island's growth and development have no living relatives to provide financial assistance for the maintenance and care of their memorials; and

Whereas, to such ends there is a need for an organization through which citizens of this state can contribute funds and property and cooperate with the state and the various communities therein, and other non-profit organizations; to encourage and accomplish the preservation (in active use wherever possible) of historic and beautiful buildings and properties in Rhode Island; to coordinate and supplement the activities of other organizations from time to time active in this work; to stimulate by education and publicity general interest in beautiful places in this state and their continuing creation; to help in setting aside, marking and opening to the public sites where outstanding events in the state took place; to save places of natural beauty for the enjoyment and spiritual refreshment of the people of Rhode Island and the nation; and to stimulate the development of architecture the arts and places of natural beauty.