



**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 JAMSA MTB, INC.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

FOR CHARITABLE AND BENEVOLENT PURPOSES TO PROVIDE INSTRUCTION AND INSPIRATION TO YOUTH WITH REGARDS TO CYCLING. TO TEACH YOUTH THE FUNDAMENTALS OF CYCLING BY RIDING AND INSPIRING TEAMWORK, TASKING SKILLS AND COMMUNICATION AND FOR ANY OTHER LAWFUL PURPOSE QUALIFIED FOR PERFORMANCE PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF THE UNITED STATES.

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:

FOURTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION, INCLUDING PROVISIONS FOR THE DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION, ARE:
(A) THE CORPORATION SHALL HAVE NO MEMBERS OR STOCKHOLDERS.
(B) THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. EACH MEMBER OF THE BOARD OF DIRECTORS SHALL HAVE ONE VOTE. THE DIRECTORS AND OFFICERS OF THE CORPORATION, TERMS OF OFFICE, METHOD OF SELECTION, RESPECTIVE DUTIES, AND ALL THINGS PERTAINING THERETO, ARE DEFINED AND ESTABLISHED IN THE BY-LAWS OF THE CORPORATION.
(C) WHENEVER A PROVISION OF LAW (INCLUDING REQUIREMENT FOR MAINTAINING TAX-EXEMPT STATUS UNDER THE INCOME TAX LAWS OF THE UNITED STATES AND THE STATE OF RHODE ISLAND) OR THESE ARTICLES OF INCORPORATION IS INCONSISTENT WITH THE BY-LAWS OF THE CORPORATION, THE PROVISION OF LAW OR THE ARTICLES OF INCORPORATION SHALL BE CONTROLLING.

(D) THESE ARTICLES OF INCORPORATION AND THE BY-LAWS OF THIS CORPORATION, ONCE ESTABLISHED, MAY NOT BE AMENDED OR MODIFIED. IN THE EVENT OF THE AMENDMENT OF THESE ARTICLES OF INCORPORATION OR THE BY-LAWS

OF THIS CORPORATION, ONCE ESTABLISHED, OR THE ATTEMPTED USE OF THE ASSETS OF THIS CORPORATION IN VIOLATION OF THESE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THIS CORPORATION, ONCE ESTABLISHED, THIS CORPORATION SHALL BE DISSOLVED.

(E) IN THE EVENT OF THE DISSOLUTION OR LIQUIDATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO OFFICER OR DIRECTOR

SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, THE BALANCE OF ALL MONEY ASSETS AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL ITS DEBTS AND OBLIGATIONS, SHALL, BE TRANSFERRED TO ONE OR MORE ENTITIES EXEMPT FROM TAXATION PURSUANT TO SECTION 501 OF THE INTERNAL REVENUE CODE, OR ANY FUTURE FEDERAL TAX CODE, AND ENGAGED IN AN ENTERPRISE SIMILAR TO THE ENTERPRISES ENGAGED IN BY THIS CORPORATION, OR TO A LOCAL OR STATE AGENCY.

(F) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS DIRECTORS, OFFICERS OF OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED.

(G) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CONDUCTED: (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3) OF THE CODE, (2) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 OF THE CODE, OR BY A CORPORATION

WHICH IS A FOUNDATION AS DEFINED IN SEC. 509 (A) OF THE CODE.

(H) A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A

DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

(I) THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BYLAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION

(AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.

IN ADDITION TO THE AUTHORITY CONFERRED UPON THE DIRECTORS OF THE CORPORATION BY THE FOREGOING PARAGRAPH, THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS BY-LAWS, OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON, FOR THE PURPOSE OF INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED HEREIN.

(I) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE THAT THE CORPORATION SHALL, SUBJECT TO THE PROVISIONS OF THIS

ARTICLE, PAYS ON BEHALF OF AN INDEMNIFIED PERSON ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE INDEMNIFIED

PERSON (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS)

BY REASON OF ANY COVERED ACT OF THE INDEMNIFIED PERSON.

(II) FOR THE PURPOSES OF THIS ARTICLE, WHEN USED HEREIN.

(1) "DIRECTORS" MEANS ANY AND ALL OF THE DIRECTORS OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE

EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS;

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENTS, FINES, PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

(3) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT; AND

(4) "COVERED ACT" MEANS ANY ACT OR OMISSION OF AN INDEMNIFIED PERSON IN THE INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE CORPORATION AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE CORPORATION AS A MEMBER OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, INCLUDING, BUT NOT LIMITED TO CORPORATIONS WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE OR EMPLOYEE BENEFIT PLAN.

(III) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED INDEMNIFIED PERSON, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED INDEMNIFIED PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT INDEMNIFIED PERSON, WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED PERSON AT THE TIME THE COVERED ACT

UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR

TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE ALLEGED COMMISSION BY SUCH INDEMNIFIED PERSON OF A COVERED ACT, SUBJECT

TO AN UNDERTAKING BY OR ON BEHALF OF SUCH INDEMNIFIED PERSON TO REPAY THE SAME TO THE CORPORATION IF THE COVERED ACT INVOLVES A CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW, AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH INDEMNIFIED PERSON.

(V) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT INDEMNIFY AN INDEMNIFIED PERSON FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED PERSON WHICH THE CORPORATION HAD DETERMINED TO HAVE RESULTED FROM: (L) ANY BREACH OF THE

INDEMNIFIED PERSON'S DUTY OF LOYALTY TO THE CORPORATION OR ITS

STOCKHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW OR (3) 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: MICHELLE D. BAKER, ESQ.
1420 MENDON ROAD

City or Town: CUMBERLAND

State: RI

Zip: 02864

The name of its initial registered agent at such address is MICHELLE D. BAKER, ESQ.

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	JAY BROCHU	48 ROLLING ACRES DRIVE CUMBERLAND, RI 02864 USA
DIRECTOR	ANDREE J BROCHU	48 ROLLING ACRES DRIVE CUMBERLAND, RI 02864 USA
DIRECTOR	CHRISTOPHER NICHOLS	387 ENGLAND STREET CUMBERLAND, RI 02864 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	MICHELLE D BAKER	1420 MENDON ROAD CUMBERLAND, RI 02864 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 8 Day of January, 2018 at 10:36:11 AM 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.

MICHELLE D. BAKER, ESQ.

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:

January 08, 2018 10:36 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

