

# 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 Aquidneck Island Land Trust

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

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

To promote for the benefit of the general public the preservation of natural resources principally on Aquidneck Island. These resources shall include land and water resources, the plant and animal life thereon, and unique scenic, natural and historic sites; To engage in and promote the scientific study of and education regarding natural resources; To use all properties held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for charitable, educational, recreational, conservation, scientific and historical purposes.

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)

The corporation shall be authorized to acquire by gift, devise, bequest, lease, purchase or otherwise real and personal property both tangible, and interests therein, with or without restriction of use in accordance with the corporate purposes; to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the benefit solely of this corporation, and not for pecuniary profit.

No part of the earnings of the corporation nor any share of the distribution of any corporate assets on dissolution of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual, except for reasonable compensation paid for services rendered to or for the corporation, affecting one or more of its purposes. The corporation shall not be affiliated with any local or national political party nor intervene in, or participate in any campaign in behalf of any candidate for public office. The corporation shall not conduct or support any activities not permitted by an organization exempt under Section 501(e)(3) of the Internal Revenue Code and its Regulations or under Section 170 (e)(2) of such Code and its Regulations.

(cont)

FIFTH: The address of the initial registered office of the corporation is.....

Decof. & Grimm, 1 Smith Hill, Providence, RI 02903 (add Zip Code)

and the name of its initial registered agent at such address is: R. Daniel Prentiss, Esq.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name Address

Nancy Hemmerich Brenton Rd... Newport... R.I. 02840

Paul Lindh 9 Pell St... Newport... R.I. 02840

Timothy Traver 400 Paradise Ave... Middletown... R.I. 02840

SEVENTH: The name and address of each incorporator is:

Name Address

Charlotte Johnson 15 Park St. Newport... R.I. 02840

Paul Lindh 9 Pell St. Newport... R.I. 02840

Timothy Traver 400 Paradise Ave. Middletown... R.I. 02840

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): 15 March 1985

Dated 15 February, 1985

02/15/85 PAID 0141A001

35.00 CP35  
35.00 CHEK

*Charlotte Johnson*  
Charlotte Johnson

*Paul Lindh*  
Paul Lindh

*Timothy Traver*  
Timothy Traver Incorporator(s)

*Handwritten initials*

FEB 15 1985

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.

Aquidneck Island Land Trust

Articles of Incorporation

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation(cont.):

This corporation shall exist in perpetuity, but in the event of dissolution of the corporation or termination of its corporate existence, all assets shall be offered for transfer by gift, without payment of any kind, to one or more corporate organizations with comparable purposes which are exempt at the time of distribution under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may be amended. Any corporation succeeding to title to property or interest in property of Aquidneck Island Land Trust shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of Aquidneck Island Land Trust insofar as this can reasonably be done.

The corporation shall have one class of membership with equal voting rights. The Board of Directors shall approve members under the procedures specified in the Bylaws and may establish membership categories with different dues requirements. Members shall elect directors, but may not vote on amendments to the certificate of incorporation or bylaws or on fundamental changes in the corporation.