

63508

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 The Odeum Corporation

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

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

To acquire a theater and improvements thereon by gift or purchase or lease and to construct, remodel, maintain, and operate on such building to be used by individuals or organizations for the purpose of education, entertainment and enrichment and to receive contributions related to such purpose. Any rent charged to an individual or organization for use of said facility shall not exceed the amount necessary to enable the corporation to pay its expenses. Any contribution that the corporation receives shall be applied exclusively to pay the corporations expenses.

The corporation may engage in such activities and exercise such powers as are

(see continuation 3)

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, to the extent legal permissible and only to the extent that the status of the corporation as an organization described in section 501(c)(3) of the Code is not affected thereby, indemnify its directors, officers, employees, and other agents (including those who serve at the corporation's request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgements, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he may be involved, or which he may be threatened while in office or thereafter, by reason of his being or having been such a director, officer, employee, or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided however, that as to any matter disposed of by a compromise payment by such director, officer, employee, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the corporation, after notice that it involves such indemnification by a disinterested majority of the directors then in office. Expenses including counsel fees, reasonably incurred by such director, officer, employee or agent, or trustee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to

(see continuation 4)

FIFTH: The address of the initial registered office of the corporation is 11 Pricewood Drive,
East Greenwich, RI 02818 (add Zip Code),

and the name of its initial registered agent at such address is: Stephan G. Erinakes

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

Name

Address

Stephan G. Erinakes	11 Pricewood Dr., E. Greenwich, RI 02818
Dr. Sherwood Collins	Drama Dept., Tufts University, Medford, MA 02155
Jon Houston	29 Lafayette Dr., E. Greenwich, RI 02818

SEVENTH: The name and address of each incorporator is:

Name

Address

Stephan G. Erinakes	11 Pricewood Dr., E. Greenwich, RI 02818
Philip H. Sidel	58 Blueberry Dr., E. Greenwich, RI 02818
Jon Houston	29 Lafayette Dr., E. Greenwich, RI 02818

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): March 1, 1991

Dated February 1, 1991

Stephan G. Erinakes

Philip H. Sidel

Jon Houston

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.

Continuation Sheet 3

- 3a. necessary or convenient to effect any or all of the purposes for which the corporation was formed, and to the extent not otherwise provided herein may exercise in furtherance of its corporate purposes any one or more of the powers specified in Chapter 7, however, no such power shall be exercised in a manner inconsistent with section 501(c)(3) of the code and Chapter 7 of the general laws of Rhode Island as now in force or hereafter amended. Conversely, any purpose or activity which is prohibited to organizations described in section 501(c)(3) of the code shall be deemed to be invalid and unauthorized and any purpose or activity prohibited to corporations organized pursuant to Chapter 7 shall be deemed invalid and unauthorized.

The corporation is not organized for profit, but is organized for the exclusive purposes of supporting the arts, holding title to property and raising funds related to such purposes. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual. No substantial part of the corporation's activities shall consist of carry on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

- 4a. time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Rhode Island General Laws. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The by-laws may provide that the directors may make, amend, or repeal by the by-laws in whole or in part, except with respect to any provision thereof which by law, these articles of organization or the by-laws require action by the members. Neither the directors nor the members may by making, amending, or repealing the by-laws cause them to contain any provision that would prevent the corporation's being an organization described in section 501(c)(3) of the Code, or to lack any provision necessary to such description.

The Articles of Organization of the corporation may be amended from time to time in the manner required by law, provided that any provision added to or change made in the Articles of Organization by such amendment could have been included in, and any provision deleted thereby could have been omitted from, original articles of organization, and provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for charitable purposes as qualify the corporation for exemption from taxation under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code.

RECEIVED
SECRETARY OF STATE

MAR 1 3 40 PM '91

REC'D & FILED MAR 5 1991
AMT 55603