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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

FILED

MAY 11 2001

By MEB/2388

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SECRETARY OF STATE
CORPORATIONS DIV.

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:

1. The name of the corporation is Greenways Alliance of Rhode Island

2. The period of its duration is (if perpetual, so state) perpetual

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

To act as an advocacy group for recreational greenways in Rhode Island; to establish and

operate a nonprofit organization organized and operated exclusively for educational,

charitable and scientific purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code; To promote and inculcate interest in the civic and social affairs

of the community; to foster loyalty and cooperation and voluntary assistance among its

members and others; to develop good citizenship; to promote and exchange ideas among its

members and other civic groups; to do any other act or thing incidental to or connected

with the foregoing purposes for any other lawful purpose.

4. 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:

See Exhibit A attached hereto

5. The address of the initial registered office of the corporation is 31 Stanchion Street
(Street Address, not P.O. Box)
Jamestown, RI 02835, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Sue L. Barker
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Sue Lindholm Barker</u>	<u>31 Stanchion Street, Jamestown, RI 02835</u>
<u>Richard Santopietro</u>	<u>23 Shafter Street, Providence, RI 02900</u>
<u>Virginia Ann Leslie</u>	<u>27 Post Road, Warwick, RI 02886</u>
<u>H. Charles Obert</u>	<u>350 Webster Street, Cranston, RI 02920</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Sue Lindholm Barker</u>	<u>31 Stanchion Street, Jamestown, RI 02835</u>
<u>Richard Santopietro</u>	<u>23 Shafter Street, Providence, RI 02900</u>
<u>Virginia Ann Leslie</u>	<u>27 Post Road, Warwick, RI 02886</u>
<u>H. Charles Obert</u>	<u>350 Webster Street, Cranston, RI 02920</u>

8. Date when corporate existence is to begin Upon filing these Articles of Incorporation
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 8, 2001

Sue Lindholm Barker
Richard Santopietro
Virginia Ann Leslie
H. Charles Obert

Signature of each Incorporator

Greenways Alliance of Rhode Island
EXHIBIT A

4. Other provisions:

(a) The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, profits, or net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes set forth in ARTICLE 2 hereof and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 2 hereof, and no trustee, officer, or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation,

(b) The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

(d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a judgment of the Rhode Island Superior Court to an organization or organizations qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) whose purposes are exclusively for one or more of the charitable, religious, educational, or scientific purposes above described.

(e) The management of the corporation shall be vested in a Board of Directors which shall be self-perpetuating. The method of election of directors shall be as determined by the bylaws of the corporation.

(f) The bylaws of the corporation are authorized to provide that each member of the corporation entitled to vote at any election for directors of the corporation may accumulate his votes and give one candidate a number of votes equal to his vote multiplied by the number of directors to be elected, or by distributing such on the same principle among any number of candidates. However, cumulative voting shall not be allowed unless expressly set forth in the bylaws of the corporation.

(g) The duration of the corporation is unlimited.

(h) The personal liability of a director to the corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving the corporation during the calendar year in which the violation occurred (and if the director received no such compensation from the corporation during the calendar year of the violation, such director shall have no liability to the corporation, or its members for breach of duty) if such breach did not:

(i) involve a knowing and culpable violation of law by the director;

(ii) enable the director to receive an improper personal economic gain;

(iii) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation; or

(iv) constitute a sustained and unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation.