

ARTICLES OF ASSOCIATION

BLOCK ISLAND CONSERVANCY, INC.

"Our ideals, laws and customs should be based on the proposition that each generation, in turn, becomes the custodian rather than the absolute owner of our resources - and each generation has the obligation to pass this inheritance on to the future."

Charles A. Lindbergh

From "The Return of Charles Lindbergh",
September 1971 issue of Reader's Digest,
Author, Alden Whitman.

Be it known that we, the subscribers, do hereby associate ourselves as a body corporate, under and pursuant to the laws of the State of Rhode Island, and the following are our Articles of Association:

Article First: The name of said corporation shall be BLOCK ISLAND CONSERVANCY, INC. It shall be located in the Town of New Shoreham, County of Washington, State of Rhode Island.

Article Second: The nature of the activities to be conducted, or the purposes to be promoted or carried out, by the corporation are as follows, to wit:

A. To engage in and otherwise promote for the benefit of the general public the preservation and conservation of natural resources of the Town of New Shoreham, including but not limited to water resources, swamps, woodland, cliffs, beaches, sand dunes, shoreline riparian properties on Great Salt Pond and elsewhere, and open spaces, and the plant, fish and animal life therein, and unique scenic, natural sites and historic sites.

B. To engage in and otherwise promote the scientific study of local natural resources, including plants, animals, birds, and other wildlife;

C. To use all property held or controlled by the corporation and the net earnings thereof within the United States of America for the benefit of all the general public and exclusively for the philanthropic, charitable, conservational, recreational, educational, scientific and historic purposes for which the corporation is formed;

D. To cooperate with the Planning and Zoning Boards, or any other public bodies of the Town of New Shoreham, in the discharge of their duties or authority under the statutes, ordinances, or regulations of the United States, the State of Rhode Island, or the Town of New Shoreham; and for this purpose to acquire or hold any property or interest in property as herein-after set forth for the benefit or assistance of the Town of New Shoreham or any such public body thereof;

E. To acquire by gift, devise or bequest real and personal property, both tangible and intangible, of every sort and description, with or without restrictions or limitations of use, provided that such restrictions or limitations of use are in accordance with the corporate purposes. To acquire by purchase or otherwise any such real estate or personal property, with or without restrictions or limitations of use, provided that such restrictions or limitations of use are in accordance with the corporate purposes. To use such property or invest, hold or transfer the same in such a manner as the corporation shall deem appropriate to carry out its duly authorized purposes subject to any restrictions or limitations thereon, except as any such restrictions or limitations may be varied by Court or legislative

action. Included, without limitation, as subjects of such real estate acquisition, investment, holding or transfer are: absolute fee, leaseholds, easements, open space easements, conservation easements, scenic easements, historic easements, rights of way, water and riparian rights, options, first refusals, mortgages, and contracts with regard to real property.

P. In general, and subject to such limitations and considerations as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitations and conditions that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or may hereafter be amended.

Article Third: Subject to the provisions of Article Second hereof, the corporation shall have power and authority to acquire by gift, lease, devise, purchase or otherwise, to hold for investment or in trust, and to sell, transfer, lease, encumber or dispose of any real estate or interests therein or appertaining thereto (including the power to accept so-called "open space easements" and "conservation easements" designed solely to restrict the use of open land in perpetuity), personal property, mixed property, business, monies, mortgages, trust deed

for security, bonds and notes, secured or unsecured, stocks, bonds, or other securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Rhode Island or any State in the United States of America, and also all bonds or evidences of indebtedness of the United States of America or any county, state or municipality therein, or any evidences of indebtedness of any person or persons, firm or partnership, association or corporation for the benefit of this corporation, and not for pecuniary profit.

Article Fourth: No part of the earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer 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. No substantial part of the activities of the corporation shall be the carrying on of 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. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or may hereafter be amended.

Article Fifth: This corporation shall have perpetual existence; but in the event of the dissolution of the corporation, or the termination of its corporate existence, all of its net assets shall be transferred, paid over and delivered as a gift, without payment of consideration, exclusively to or for the benefit of the Town of New Shoreham, Rhode Island, to be used by it for conservational, recreational, educational, scientific and historic purposes within the meaning of the Statutes of the State of Rhode Island then in effect. But if the Town of New Shoreham, Rhode Island, shall refuse to accept all or any part of the same then, to the extent unaccepted by the Town of New Shoreham, Rhode Island, the same shall be offered as a gift without payment of consideration to The Nature Conservancy of 1522 "K" Street, N.W., Washington, D.C., 20005, or its corporate successor, for its corporate purposes, or to the extent unaccepted by the Town of New Shoreham, Rhode Island, or by The Nature Conservancy or its corporate successor, to the National Audubon Society at 30 Fifth Avenue, New York, New York 10028, or its corporate successor, for its corporate purposes. In the event of a dissolution of the corporation, or the termination of its corporate existence, any corporation succeeding to the title to the property or interest in property shall be required to conform to the restrictions or limitations of use as are applicable thereto; and in the event of a dissolution of the corporation, or the termination of its corporate existence, any property or interest in property acquired by this corporation subject to provisions regarding ultimate disposition on dissolution of this corporation, or the termination of its corporate existence, shall be disposed of according to the terms and conditions of such

provisions. No asset shall be distributed other than to or for the benefit of organizations exempt at the time of such distribution under Section 501(c)(3) of the Internal Revenue Service Code and its Regulations, as they now exist or may hereafter be amended.

Article Sixth: The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:

A. Charter Members shall consist of those persons who have paid dues of \$50.00 prior to January 1, 1973. Charter Members shall be exempt from any further assessment of dues. Charter Members may attend all meetings of the members of the corporation, but shall have no voting rights. Charter Members may also qualify as members of another class, by fulfilling the qualifications and paying the dues of such other class.

B. Honorary Members shall consist of those persons elected as such by the Board of Directors. Honorary Members shall be exempt from any assessment of dues, and shall have all the rights and privileges of Regular Members.

C. Regular Members shall consist of those persons 18 years of age or over who are electors and/or taxpayers of the Town of New Shoreham, Rhode Island, and who have paid the then current annual regular membership dues as established from time to time by the Board of Directors. Regular Members may attend all meetings of the members of the corporation during each fiscal year for which they have paid such dues, and shall have the right to vote thereat on all matters submitted to a vote of the members.

D. Associate Members shall consist of those persons 18 years of age or over who are not eligible to be Regular Members, and who have paid the then current annual associate membership dues as established from time to time by the Board of Directors. Associate Members may attend all meetings of the members of the corporation during each fiscal year for which they have paid such dues, but shall have no voting rights.

E. Junior Members shall consist of those persons under 18 years of age who have paid the then current annual junior membership dues as established from time to time by the Board of Directors. Junior Members may attend all meetings of the members of the corporation during each fiscal year for which they have paid such dues, but shall have no voting rights.

F. The membership of a member of any class shall terminate upon his death or resignation. In addition, the membership of a Regular Member, Associate Member or Junior Member shall terminate at the end of the fiscal year for which he has paid the prescribed dues, but shall be reinstated automatically upon payment of the dues for the current fiscal year.

Article Seventh: The Board of Directors shall be such number as may be established by its By-Laws, but shall not be less than five (5) nor more than thirteen (13) and shall include, as an ex-officio member with all the rights and privileges of a regular Director, the Chairman, from time to time, of the Conservation Commission, or, in his absence, the Vice Chairman of the Conservation Commission of the Town of New Shoreham. No member of the Board of Directors shall be liable to the corporation except for his own misconduct in bad faith.

Article Eighth: These Articles of Incorporation may be amended by action of two-thirds of the members entitled to vote in person or by proxy at a meeting, duly called for the purpose upon five (5) days written notice setting forth the action to be taken, but may not be amended to permit any action which would prevent the corporation from qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and its Regulations, as they now exist or may hereafter be amended.

Dated at New Shoreham, Rhode Island, this 9th day of September 1972.

John R. Lewis
Name: John R. Lewis

Old Town Road, Block Island,
Address R.I. 02807

Herbert S. Whitman
Name: Herbert S. Whitman
Block Island, R.I., 02807
Address

Luella A. Ball
Name: Luella A. Ball
Block Island, R.I. 02807
Address

Weldon H. Dodge
Name: Weldon H. Dodge
Block Island R.I.
Address

Eileen L. Lee
Name: Eileen L. Lee
Block Island R.I. 02807
Address

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON }

ss.:

In New Shoreham in said County on
the 9th day of September 1972, before me personally
appeared John R. Lewis, Herbert S. Whitman,
Luella R. Ball, Weldon H. Dodge and
Eileen L. Lee, each and all to me known, and known
by me to be the parties executing the foregoing instrument, and
they acknowledged said instrument, by them executed to be their
free act and deed.

Albert Starr
Notary Public

Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

Block Island Conservancy, Inc.

NOT - 6-72 51A

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

OCT 6 1972

James