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**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 NEW ENGLAND AMATEUR SKATING FOUNDATION, INC.

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

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

See Exhibit A attached hereto.

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)

See FOURTH (a), (b), (c) and (d) attached hereto.

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FIFTH: The address of the initial registered office of the corporation is 2300 Hospital Trust Tower, Providence, Rhode Island 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Adler Pollock & Sheehan Incorporated  
Attn: Robert I. Stolzman, Esquire

SIXTH: 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:

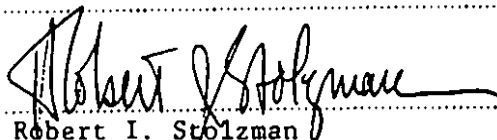
Name	Address
Herbert E. Kaplan	138 Grotto Avenue, Providence, RI 02906
Christine Townsend	138 Grotto Avenue, Providence, RI 02906
Robert I. Stolzman	2300 Hospital Trust Tower, Providence, RI 02903

SEVENTH: The name and address of each incorporator is:

Name	Address
Robert I. Stolzman	2300 Hospital Trust Tower, Providence, RI 02903

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

Dated Nov 3, 1989



Robert I. Stolzman  
Adler Pollock & Sheehan Incorporated  
2300 Hospital Trust Tower, Providence, RI 02903  
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.

EXHIBIT A

PURPOSE

The purpose of the corporation shall be to sponsor, assist, support, train, promote and encourage athletes of a caliber that makes them serious contenders in the sport of ice skating for regional, national, and international competition including the Olympics. In addition, the purpose of the corporation shall be to engage exclusively in charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and within such parameters, to establish, operate and maintain charitable endeavors, assistance and support to the sport of ice skating.

In furtherance of the above, the corporation shall have the power to borrow and lend money, to acquire, own, hold and possess by purchase, lease, gift or otherwise, real and personal property, for the purposes set forth above and to convey, transfer, assign, give, lease, pledge, mortgage and in any way encumber any such property in any manner. In addition, the corporation shall have and exercise all the powers necessary or convenient to carry into effect the objects for which it is formed and in general to have and exercise all the powers conferred by law. The foregoing enumeration of the objects, purposes and powers of the corporation is not intended to, and does not, prohibit or limit the exercise of any other

or further rights or powers that may now or hereafter be allowed or permitted by law to the corporation; provided, however, that all gifts and bequests to the corporation and the net earnings and assets of the corporation shall be used only for the purposes for which the corporation is formed.

FOURTH: (a) The Corporation is a non-profit organization, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof and upon such liquidation, the Board of Directors of the Corporation, after the payment of all its debts and obligations, shall distribute all of the assets of the Corporation in such manner, and to such organizations(s) organized and operated for charitable, health, scientific and educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or may hereafter be amended, or as the Board of Directors of the Corporation shall determine.

(b) Pursuant to R.I.G.L. §7-6-9, no Director shall have personal liability to the Corporation for monetary damages for breach of such Director's duty as a Director provided that this provision shall not eliminate the liability of a Director: (i) for any breach of such 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; (iii) for the liability imposed pursuant to the provisions of R.I.G.L. §7-1.1-43, if applicable; or (iv) for any transaction from which the Director derived an improper personal benefit (unless said transaction is permitted by R.I.G.L. §7-1.1-37.1).

(c) Notwithstanding any other provision of these Articles, the Corporation is organized and operated exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(d) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

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CORRECTIONS

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