

Filing Fee \$35.00

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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 Capella South Condominium Association, Inc.

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

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

Governing the administration, regulation, use, operation, management, maintenance and occupation of certain property known as the Capella South Condominium (the "Condominium") in the City and County of Newport, and the State of Rhode Island, subject to the Rhode Island Condominium Act (the "Act"), and generally, without limitation, exercising all of the powers provided and allowed by the Act, any other powers conferred by the Declaration of Condominium of the Condominium and the Bylaws of the corporation, all other powers that may be exercised in the State of Rhode Island by legal entities of the same type as the corporation, and any other powers necessary and proper for the governance and operation of the corporation and the Condominium.

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 affairs of the corporation shall be managed by an Executive Board which shall have all of the powers normally vested in a Board of Directors.

The membership of the corporation shall consist exclusively of all the Unit Owners in the Condominium, or following termination of the Condominium, of all the former Unit Owners entitled to distributions of proceeds under the Act, or their heirs, successors or assigns.

No Member of the Executive Board shall have personal liability to the corporation or the Unit Owners in the Condominium for monetary damages for breach of the Executive Board Member's duty as a Member of the Executive Board provided that this provision shall not eliminate or limit the liability of a Member of the Executive Board: (i) for breach of the Executive Board Member's duty of loyalty to the corporation or the Unit Owners in the Condominium; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) for any transaction from which the Executive Board Member derives an improper personal benefit.

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FIFTH: The address of the initial registered office of the corporation is 2300 Hospital Trust Tower, Providence, RI 02903 (add Zip Code), and the name of its initial registered agent at such address is: Peter L. Kennedy, Esq.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 6, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Thomas A. Rodgers, Jr.	400 Glen Road, Tiverton, RI 02871
Thomas A. Rodgers, III	1027 Seapower Lane, Tiverton, RI 02878
Lawrence R. Walsh	54 Whittier Road, Jamestown, RI 02835
Roy E. Morse	118 Main Street, Kingston, Mass.
Maureen Bateman	12 Defenders Row, Goat Island, Newport, RI 02840
Theodore G. Bateman	12 Defenders Row, Goat Island, Newport, RI 02840

SEVENTH: The name and address of each incorporator is:

Name	Address
Barbara L. Bennett, Attorney	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 on filing of these Articles of Incorporation.

Dated May 11, 1988

Barbara L. Bennett

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.

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