

Filing Fee \$35.00

**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 Cumberland Land Trust, 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 ATTACHMENT THIRD

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 ATTACHMENT FOURTH

Rec'd & Filed

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SEP 20 1989

FIFTH: The address of the initial registered office of the corporation is Abbott Run Valley Road,  
RD 6, Cumberland, RI 02864 (add Zip Code),  
and the name of its initial registered agent at such address is: Charles H. White

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 5,  
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Charles A. Horbert</u>	<u>50 White Pine Drive, Cumberland, RI</u>
<u>Karen S. Saucier</u>	<u>23 Thompson Hill Drive, Cumberland, RI</u>
<u>Clinton S. Johnson</u>	<u>Whipple Road, Cumberland, RI</u>
<u>Charles H. White</u>	<u>Abbott Run Valley Rd., RD6, Cumberland, RI</u>
<u>Richard C. Arnold</u>	<u>7 Ursa Way, Cumberland, RI</u>

SEVENTH: The name and address of each incorporator is:

Name	Address
<u>Clinton S. Johnson</u>	<u>Whipple Road, Cumberland, RI</u>
<u>Charles A. Horbert</u>	<u>50 White Pine Drive, Cumberland, RI</u>
<u>Karen S. Saucier</u>	<u>23 Thompson Hill Drive, Cumberland, RI</u>

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EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): September 28, 1989

Dated August 24, 19 89

Charles A. Horbert  
Karen S. Saucier  
Clinton S. Johnson  
(incorporator(s))

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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.

CUMBERLAND LAND TRUST

Attachment THIRD

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 Cumberland, including water resources, wetland, marshlands, swamps, woodland, farmlands, working farms, trails and open spaces and the plant and animal life therein, and scenic, natural 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 for the benefit of all the inhabitants of the Town of Cumberland and exclusively for the conservational, recreational, educational, scientific and historic purposes for which the corporation is formed;

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

E. 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) to such Code and Regulations, as they now exist or may hereafter be amended.

F. Subject to the provisions of this Article THIRD, 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 lease, manage or encumber any real estate, 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 of partnership, association or corporation for the benefit of this corporation, and not for pecuniary profit; and to sell and dispose of same excluding real estate which may be sold or disposed of only upon a three-quarters vote of the members present and entitled to vote thereon at a meeting called for that purpose.

CUMBERLAND LAND TRUST

Attachment FOURTH

4.1 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 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.

4.2 In the event of the dissolution of the corporation, or the termination of its corporate existence, all of its net assets shall be used or distributed for purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1954 as from time to time amended.

4.3 These Articles of Association may be amended by a two-thirds vote of the members present and entitled to vote thereon at a meeting called for the purpose; however, no amendment shall be effective which would alter the basic purposes set out in Section THIRD A., or prevent the corporation from qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, or would prevent said corporation from being an organization to which a contribution constitutes a "charitable contribution" as defined in Section 170 of said Internal Revenue Code of 1954, as amended, or under similar provisions of subsequent revenue acts.