

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 Old and Ancient Rowers Society of Rhode Island

(O.A.R.S. of R.I.)

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

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

The corporation, a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is organized to provide support to the rowing team of the University of Rhode Island through fund-raising and promotional activities; and to conduct any other lawful purpose for which corporations may be incorporated under the Rhode Island Non-Profit Corporation Act of the General Laws of Rhode Island, 1956, as amended.

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)

Elimination of Director Liability. A director of the corporation will not be personally liable to the corporation for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the 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 the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the Corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(B) The directors of the corporation may include provisions in the corporation's by-laws, or may authorize agreements to be entered into with each director, officer, employee or other agent of the corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Rhode Island Non-Profit Corporation Act.

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FIFTH: The address of the initial registered office of the corporation is 1500 Fleet Center,  
Providence, Rhode Island 02903 (add Zip Code),

and the name of its initial registered agent at such address is: Gerald J. Petros

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*

See Exhibit A attached hereto.

SEVENTH: The name and address of each incorporator is:

*Name*

*Address*

Gerald J. Petros

1500 Fleet Center, Providence, Rhode Island 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of  
incorporation): Upon filing of these Articles of Incorporation.

Dated September 25, 19 92

  
Gerald J. Petros

*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

OLD AND ANCIENT ROWERS SOCIETY  
OF RHODE ISLAND (O.A.R.S. of R.I.)

Board of Directors

<u>Name</u>	<u>Address</u>
Jeffrey Sweenor	21 Charles Street Wakefield, Rhode Island 02879
Robert Gillette	21 Charles Street Wakefield, Rhode Island 02879
John Mottinger	44 Wood Avenue Narragansett, Rhode Island 02882

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