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Number: 119036



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

RECEIVED  
OFFICE OF THE  
SECRETARY OF STATE  
JUN 21 11 06 AM '01

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:

1. The name of the corporation is Summer Arts and Festival Organization
2. The period of its duration is (if perpetual, so state) perpetual
3. The specific purpose or purposes for which the corporation is organized are:  
The Corporation is organized for the purposes of and the promotion, development, and  
fostering of music and the arts in East Greenwich; and the education of the public  
in its appreciation of and access to music and the arts, particularly by sponsoring  
an annual public music concert and art exhibition, and other cultural events  
throughout the year.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:  
See Exhibit A attached hereto.

**FILED**

JUN 21 2001

By [Signature]

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5. The address of the initial registered office of the corporation is 180 South Main Street  
(Street Address, not P.O. Box)  
Providence, RI 02903, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is David M. Gilden  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is twelve (12)  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>See Exhibit B attached hereto.</u>	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>David M. Gilden</u>	<u>180 South Main Street, Providence, RI 02903</u>

8. Date when corporate existence is to begin upon filing.  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: June 20, 2001

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

David M. Gilden

Signature of each Incorporator

## **EXHIBIT A**

### **[Pertaining to Article Fourth]**

1. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer (except that reasonable compensation may be paid for services rendered to or for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, 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 balance of all money, assets, and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequently-amended or substituted law of the United States (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on:

- (a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law; or
- (b) By a corporation contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code, or corresponding provisions of any subsequent federal tax law.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty

of loyalty to the corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.

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## **EXHIBIT B**

### **Summer Arts and Festival Organization**

#### **Board of Directors**

<u>Name</u>	<u>Address</u>
Donald Anderson	643 Middle Road East Greenwich, Rhode Island 02818
Craig Butzbach	136 Weeden Drive East Greenwich, Rhode Island 02818
Janet Essex	228 Spring Street East Greenwich, Rhode Island 02818
David M. Gilden	85 Fernwood Drive East Greenwich, Rhode Island 02818
Barry S. Golden	65 Pheasant Drive East Greenwich, Rhode Island 02818
Larry Griffis	54 Lafayette Drive East Greenwich, Rhode Island 02818
Sandra Griffis	54 Lafayette Drive East Greenwich, Rhode Island 02818
Deborah Kazlouskas	66 Laurel Hill Road East Greenwich, Rhode Island 02818
Gail Mixer	70 Pheasant Drive East Greenwich, Rhode Island 02818
Jane Pickard	68 Eldredge Avenue East Greenwich, Rhode Island 02818
Mary Lou Schoettler	75 Adirondeck Drive East Greenwich, Rhode Island 02818
John Walsh	112 Peirce Street East Greenwich, Rhode Island 02818