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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

NON-PROFIT CORPORATION

72439

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 Carolina Preservation & Band Society, Inc.

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

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

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(continued on attached page)

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)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a

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FIFTH: The address of the initial registered office of the corporation is 28 Carolina Main Street,
P.O. Box 487, Carolina, R.I. 02812 (add Zip Code),

and the name of its initial registered agent at such address is: Paul F. Singer, Esq.

Signature

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:

<i>Name</i>	<i>Address</i>
Paul F. Singer	28 Carolina Main St., P.O. Box 487 Carolina, R.I. 02812
Leon Millis	527 Carolina Back Road Carolina, R.I. 02812
Paul Coletta	94 Wood Cove Drive Coventry, R.I. 02816

SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Paul F. Singer	28 Carolina Main St., Box 487, Carolina, R.I. 02812

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

Dated May 5, 19 93

Paul F. Singer
Incorporators must sign

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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THIRD: (continued)

Such purposes shall include the acquisition, restoration, preservation and/or maintenance of historical buildings and properties exclusively for charitable and/or educational purposes, including but not limited to, as community center buildings, museums, offices for section 501(c)(3) organizations, and/or for the instruction of the public in historical architecture, presentation of public discussion groups, panels, lectures or similar programs either alone or in conjunction with other tax exempt section 501(c)(3) organizations.

FOURTH: (continued)

corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.