

Filing Fee: \$35.00

ID Number: 110247



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

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:

1. The name of the corporation is SOUTH KINGSTOWN LAND TRUST

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:

See Exhibit A

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:

See Exhibit B

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5. The address of the initial registered office of the corporation is 133 Old Tower Hill Road
(Street Address, not P.O. Box)

Wakefield, RI 02879 and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is JAMES V. AUKERMAN
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is seventeen (17)
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are: * See attached list for additional 14 names & addresses

Name	Address
<u>Clarkson A. Collins</u>	<u>176 Sycamore Cove Rd.</u> <u>Wakefield, RI 02879</u>
<u>Janet Innis</u>	<u>2717E Oliver Hazard Perry Highway</u> <u>Wakefield, RI 02879</u>
<u>Sophie Page Lewis</u>	<u>P.O. Box 25</u> <u>Wakefield, RI 02880-0025</u>

7. The name and address of each incorporator is:

Name	Address
<u>Clarkson A. Collins</u>	<u>176 Sycamore Cove Rd.</u> <u>Wakefield, RI 02879</u>
<u>Janet Innis</u>	<u>2717E Oliver Hazard Perry Highway</u> <u>Wakefield, RI 02879</u>
<u>Sophie Page Lewis</u>	<u>P.O. Box 25</u> <u>Wakefield, RI 02880-0025</u>

8. Date when corporate existence to begin January 1, 2000
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated December 28, 19 99

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.

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Clarkson A. Collins
Janet Innis
Sophie Page Lewis

Signature of each Incorporator

ADDITIONAL INITIAL DIRECTORS OF
THE SOUTH KINGSTOWN LAND TRUST

John Cady
P.O. Box 217
Wakefield, RI 02880
782 4909

Virginia Lee
686 Ministerial Rd.
Wakefield, RI 02879
789 6439 fax 789 4670
CRC 874 6490 ext. 6224

Christopher Little
125 Fresh Meadow Rd.
Wakefield, RI 02879
789 5685 fax 521 3555
WK 272 8080 ext. 28

Anne O'Neill
2137 O. H. Perry Hwy.
Wakefield, RI 02879
789 3663
WK 782 8020 ext. 2397

Carl Sawyer
2912 Post Rd.
Wakefield, RI 02879
789 4581
WK 874 2937

Richard Youngken
38 Seaview Ave.
Wakefield, RI 02879
789 5805

Margaret Munroe
P.O. Box 376
West Kingstown, RI 02892
789 4011
WK 800 992 6422 ext. 4563

Agatha Littlefield
Box 472
West Kingstown, RI 02892
783 8540

William Wallace
216 Ministerial Rd.
Wakefield, RI 02879
783 7116

Peter August
P.O. Box 352
Kingston, RI 02881
783 4032 fax 874 4561
WK 874 4794

Helena Hope Gammell
Kibosho, Post Rd.
Perryville, RI 02879
783 4610

James Aukerman
P.O. Box 286
Wakefield, RI 02880
783 8314 fax 782 4480
WK 789 0217

Charles Lewis
P.O. Box 5677
Wakefield, RI 02880
789 6564

Michael Bontecou
30 Linden Drive
Kingston, RI 02881
783 4737 789 5086

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EXHIBIT APurposes of South Kingstown Land Trust

To assist in and promote the preservation and maintenance of areas of open space in and around the Town of South Kingstown, Rhode Island, particularly, but without limitation, for conservation of aquifers, public water resources and land quality and for preservation of woodlands, salt ponds, tidal rivers, shore frontage, marshland, swamps and other wetlands and the animal and plant life therein, parcels of unique historical significance or natural beauty, green acres, farmland and similar open land, areas for the education and training of Girl Scouts, Boy Scouts and similar youth organizations in nature lore, camping and other out-of-door activities and for general public outdoor passive recreation such as swimming, skiing, skating boating and similar activities, the development of walking and riding trails therein, and the establishment of sound conservation practices, and to engage in and encourage others to engage in the scientific study of plants, animals, birds and other wildlife, and the sylvan culture of the area, and in this connection, to acquire by gift, purchase or otherwise real property, conservation easements and personal property, both tangible and intangible, of every sort and description, to use such property, both real and personal, in such manner as the Board of Directors shall deem most appropriate to carry out such purposes and to cooperate in the furtherance of the above purposes with other land trusts or other entities, public or private, in nearby Rhode Island towns; provided, however, that all property owned by this Corporation and the net earnings thereof shall be used in the United States of America exclusively for the benefit of the inhabitants of the area for the conservation, educational and scientific purposes for which the Corporation is formed as set forth herein.

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EXHIBIT B

Concerning the Trustees

The Directors of this Corporation shall be known as Trustees. The Trustees hereunder shall hold office until their successors are duly elected, or appointed, and qualified. Only persons who are residents of the Town of South Kingstown shall be eligible to hold the office of Trustee, and any Trustee who ceases to be such a resident shall automatically without any further action, cease to be a Trustee hereunder. If a Trustee shall die, resign or for any other reason cease to be a Trustee hereunder before his or her term of office expires, a successor shall be appointed by the remaining Trustees to fill such vacancy.

Operation of the Corporation

The Corporation shall make every effort to operate in compliance with the 1993 Statement of Land Trust Standards and Practices issued by the Land Trust Alliance.

The Corporation is organized exclusively for, and will operate exclusively as, a non-profit business corporation in conformity with Title 7, Chapter 6 of the General laws of the State of Rhode Island, 1956, as amended, and with Section 501(c)(3) of the United States Internal Revenue Code of 1954, amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, board of directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this paragraph.

Said Corporation shall engage in activities which are incidental to the foregoing purposes but shall not carry on any activities which would cause it to be disqualified as a Corporation receiving tax exemption status pursuant to Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation, the Board of Directors, (after paying or making provision for the payment of all liabilities of the Corporation,) shall dispose of the assets of the Corporation in such manner, or to such organizations organized and operated exclusively for the purposes as shall, at the time, qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any United States Internal Revenue Code), as the Board of Directors shall determine.

The distribution of assets on dissolution shall be to The Nature Conservancy, a Virginia non-profit organization, or its nominee, if then qualifying as an exempt organization.