

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 Southeast Lighthouse Foundation

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

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

To restore, preserve and protect the Southeast Lighthouse in the Town of New Shoreham, Rhode Island, also known as Block Island and similar other lighthouses of historical significance; increasing the community's awareness, knowledge and interest in such lighthouses and taking any other action which will preserve the history and promote the enjoyment of such lighthouses for the benefit of the public subject to the requirement that the purposes shall be exclusively charitable, educational and scientific and conducted on a not for profit basis.

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.

06/02/86 PAID

CP35
CHK
0143A001

35.00
35.00

MAY 27 1986
Im

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.

Attachment to Articles of Incorporation of
Southeast Lighthouse Foundation

FOURTH:

The corporation is organized and shall be operated exclusively for educational, charitable and scientific purposes. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue Law).

Without in any way limiting the foregoing, but in furtherance of the purposes set forth above, the Corporation shall have those powers granted by Section 7-6-7 of the General Laws, and the following additional powers:

1. To acquire by purchase, lease, or otherwise to own, hold, use, maintain, improve and operate, and to sell, lease and otherwise dispose of real and personal property.
2. To seek reimbursement for services rendered from individuals, corporations, foundations, the federal government, any state government and others; to invest and reinvest the funds of the Corporation; to borrow money and issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge or otherwise.
3. To employ agents and servants and in general to perform and do, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations, all other acts or things necessary to accomplish the purposes of the Corporation; provided, however, such actions are in accordance with the applicable statutes, rules and regulations of this State and of the United States for the carrying out of the purposes of the Corporation as set forth herein.

Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the total number of the Board of Directors of the Corporation. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation transfer to the Block Island Historical Society if still in existence or if not, among any existing Rhode Island non-business corporations organized for educational, scientific, charitable, religious, or literary purposes; provided, such recipient would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations (or the equivalent law as it then exists) in such manner and in such proportions as it shall prescribe

if a transfer is made to an entity other than the Block Island Historical Society.

Except as otherwise required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the total number of the Board of Directors of the Corporation, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, scientific or educational purposes and in a manner which meets the requirements set forth above. Except as otherwise required by law, these Articles of Incorporation shall be amended only upon the vote of two-thirds of the Board of Directors of the Corporation at a meeting duly called for the purpose pursuant to the by-laws, the notice for which shall contain the substance of each amendment to the articles to be considered, provided, however, that no such amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific, and educational purposes and for the specific purposes set forth in Article THIRD, above, and in a manner which meets the requirements set forth in this Article FOURTH.