

110863



# State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
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 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ..... Newport Performing Arts Center .....

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

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

The operation of a performing arts center dedicated exclusively for the charitable, educational and cultural purposes set forth in Section 7-6-4 of the Rhode Island General Laws, and in Section 501 (c)(3) of the Internal Revenue Code, and shall have all the powers and authority pursuant to the provisions of the Rhode Island Non-Profit Corporation Act.

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 attached "Attachment to Articles of Incorporation"

**FILED**

JAN 06 2000

By 236709

FIFTH: The address of the initial registered office of the corporation is (*Provide street address - Not P.O. Box*)  
Bardorf & Bardorf, 130 Bellevue Avenue, Newport, RI 02840 (add Zip Code),

and the name of its initial registered agent at such address is: Mark B. Bardorf

Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is Seven (7),  
and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

See attached "Names and Addresses of the Initial Directors of the Newport  
Performing Arts Center"

SEVENTH: The name and address of each incorporator is:

Name

Address

Mark B. Bardorf

130 Bellevue Ave., Newport, RI 02840

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

Dated

1/4/00

All 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.

## NEWPORT PERFORMING ARTS CENTER

### Attachment to Articles of Incorporation

#### Article FOURTH:

SECTION I: The members of this corporation shall initially consist of Keith Stokes, Kathryn Farrington, Ted Spargo, Dominique Alfandre, J. Timothy O'Reilly, Paul J. Hogan and Janice Kissinger and subsequently such other persons as may become members in the manner provided in the By-laws.

SECTION II: This corporation may dissolve or be dissolved as provided in Section 7-6-50 of the General Laws of the State of Rhode Island. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation, in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision or provisions of any future United States Internal revenue Laws). Any such assets not so disposed of shall be disposed of by the Superior Court of the County of Newport exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purposes so stated.

SECTION III: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, or 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.

SECTION IV: 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 any political campaign on behalf of any candidate for public office.

SECTION V: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

## NEWPORT PERFORMING ARTS CENTER

### Names and Addresses of the Initial Directors of the .. Newport Performing Arts Center

The names and addresses of the persons to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
1. Keith Stokes	Newport Chamber of Commerce 45 Valley Road, Middletown, RI 02842
2. Kathryn Farrington	Newport County Convention & Visitors Bureau 23 America's Cup Avenue, Newport, RI 02840
3. Edward J. Spargo	31 Coddington Wharf, Newport, RI 02840
4. Dominique Alfandre	3 Charles Street, Newport, RI 02840
5. J. Timothy O'Reilly	Newport Harbor Corp. 366 Thames Street, Newport, RI 02840
6. Paul J. Hogan	Hogan & Stone 41 Bellevue Ave., Newport RI 02840
7. Janice Kissinger	Business Volunteers for the Arts/RI Greater Providence Chamber of Commerce 30 Exchange Street, Providence, RI 02903