

ID Number:

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

## ARTICLES OF INCORPORATION

**FILED**

FEB 05 2007

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SECRET  
CONFIDENTIAL

1. The name of the corporation is **Rhode Island Chapter of the American Society of Landscape Architects, Inc.**

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 advancement of the art and science of landscape architecture and to carry on any other activity**

that may be lawfully carried on by a corporation formed under the Rhode Island Nonprofit Corporation

**Act as may be in effect from time to time.**

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.**

5. The address of the initial registered office of the corporation is 55 Dorrance Street, Suite 200  
(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 James O. Reavis  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3  
(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>Colgate M. Searle, II</u>	<u>50 Forest Street, Providence, RI 02906</u>
<u>Timothy Gerrish</u>	<u>96 Forest Street, Providence, RI 02906</u>
<u>Marjory Meyers</u>	<u>539 Cedar Avenue, East Greenwich, RI 02818</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>James O. Reavis</u>	<u>55 Dorrance Street, Suite 200, 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)

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.

Date: February 5, 2007

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

## EXHIBIT A

FOURTH: Provisions for the regulation of the internal affairs of the corporation are:

A. Charitable Purposes. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, profits or assets of the corporation upon dissolution or otherwise shall inure to the benefit of any private person or individual or any director of the corporation, and upon liquidation or dissolution all property and assets of the corporation remaining after paying or providing for all debts and other expenses shall be distributed and paid over to organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or in a corresponding provision of any future statute (a "§501(c)(3) organization").

Notwithstanding the foregoing, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for one or more of the purposes specified in §501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by an organization exempt from tax under §501(c)(3) of the Code or under a corresponding provision of any future statute.

B. Members. The corporation may have members if so provided in the corporation's by-laws.

C. Board of Directors. The power and authority to conduct the business and affairs of the corporation shall be vested solely in a board of directors, except as otherwise provided by law, the articles of incorporation, or the by-laws. Notwithstanding anything herein to the contrary, the by-laws may include specific limitations to the power and authority of the board of directors. The number of directors, the manner of their election, their terms of office, and all of the matters pertaining to the constitution of the board of directors and the proceedings thereof shall be as provided in the by-laws.

D. Limitation of Liability. A member of the board of directors of the corporation (a "director") shall not be personally liable to the corporation for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the corporation or its

member, (ii) liability for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) liability for any transaction from which the director derived an improper personal benefit. Any repeal or modification of the provisions of this Paragraph D by the corporation shall not adversely affect any right or protection of a director of the corporation existing prior to such repeal or modification.

E. Indemnification. In addition to the authority conferred upon the corporation by §7-6-6 of the Rhode Island Nonprofit Corporation Act, the corporation's by-laws may include such terms and conditions as the board of directors, in its sole discretion, determine appropriate, to indemnify against any loss or reimburse for expenses in connection with any claim. Notwithstanding the foregoing, provisions of the by-laws authorized by this Paragraph E may not indemnify or reimburse for expenses a director or officer from and against any loss, in connection with any claim or claims for: (i) a breach of the director's or officer's duty of loyalty to the corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and (iii) a transaction from which the person seeking indemnification derived an improper personal benefit.

F. Amendment. The Articles of Incorporation may be amended upon a vote of no less than the affirmative vote of at least two-thirds of all members of the board of directors or as otherwise provided in the by-laws.