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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

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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 THE WAYPOYSET PRESERVE 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:

To purchase and acquire real estate on the eastern side of the Town of Bristol, State of Rhode Island in the area generally known as the "Narrows," in order to create the Waypoysset Preserve; to accomplish the following purposes in equal order of importance: to discover and memorialize the history, culture, and lifestyle of Native Americans who lived at the Narrows; to enhance and maintain the Waypoysset Preserve as a natural ecological and historic area; to provide educational resources about the unique multiple habitats, ecology, and history of the area; to study, discover, research, restore, and preserve Native American artifacts; to provide public access to the Preserve to the extent consistent with the ecological and historic protection of the Preserve; to receive gifts, legacies and donations; to preserve as open space the Preserve and other lands in the Narrows area; and to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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 and made a part hereof.

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STATE OF RHODE ISLAND

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5. The address of the initial registered office of the corporation is 443 Hope Street
(Street Address, not P.O. Box)
Bristol, RI 02809, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is John G. Rego, Esq.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is nine (9)
(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>
See Exhibit B	

7. The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
See Exhibit C	

8. Date when corporate existence is to begin Upon filing of Articles of Incorporation
(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: 4/17/2000

Richard T. Brady
Richard T. Brady

Joann Harry
Joann Harry

Steve Johnson
Steve Johnson

Tim A. Kemmy
Tim A. Kemmy

Mark Medeiros
Mark Medeiros

Gerhard Oswald
Gerhard Oswald

Joyce Stevos
Joyce Stevos

Jeffrey Weeden
Jeffrey Weeden

William B. Sweeney
William B. Sweeney

Signature of each Incorporator

EXHIBIT A

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:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 its purpose. 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.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or 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, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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.

00-J-6770

EXHIBIT B

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

	<u>Name</u>	<u>Address</u>
1.	Richard T. Brady	4 Wilson Street Bristol, RI 02809
2.	JoAnn Harry	135 Vincent Avenue E. Providence, RI 02914
3.	Steve Johnson	30 Patricia Ann Drive Bristol, RI 02809
4.	Tim A. Kemmy	28 Lindbergh Avenue Bristol, RI 02809
5.	Mark Medeiros	18 Addy Drive Bristol, RI 02809
6.	Gerhard Oswald	10 Court Street Bristol, RI 02809
7.	Joyce Stevos	57 Althea Street Providence, RI 02907
8.	Jeffrey Weeden	400 Metacom Avenue Bristol, RI 02809
9.	William B. Sweeney	42 Clipper Way Bristol, RI 02809

EXHIBIT C

The names and addresses of each incorporator is:

	<u>Name</u>	<u>Address</u>
1.	Richard T. Brady	4 Wilson Street Bristol, RI 02809
2.	JoAnn Harry	135 Vincent Avenue E. Providence, RI 02914
3.	Steve Johnson	30 Patricia Ann Drive Bristol, RI 02809
4.	Tim A. Kemmy	28 Lindbergh Avenue Bristol, RI 02809
5.	Mark Medeiros	18 Addy Drive Bristol, RI 02809
6.	Gerhard Oswald	10 Court Street Bristol, RI 02809
7.	Joyce Stevos	57 Althea Street Providence, RI 02907
8.	Jeffrey Weeden	400 Metacom Avenue Bristol, RI 02809
9.	William B. Sweeney	42 Clipper Way Bristol, RI 02809