

Filing Fee: \$35.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

FILED

NOV 20 2006

By ADK
12/7/06

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The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

- 1 The name of the corporation is Portsmouth Baseball Diamond Club, 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:
To provide morale and financial support, as well as organizing and implementing facility improvement plans
to Portsmouth Baseball Programs including, but not limited to, the Portsmouth High School Varsity, Junior
Varsity and Freshman Programs, as well as the transaction of any and all lawful purposes which non-profit
corporations may be organized under Chapter 7-6 of the Rhode Island General Laws, 1956, as amended.
- 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 attached.

5. The address of the initial registered office of the corporation is 1340 Main Road
(Street Address, not P.O. Box)
Tiverton, RI 02878, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Stetson W. Eddy, Esquire
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four (4)
(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>
Alec Grande	106 Spring Hill Road, Portsmouth, RI 02871
James Ayars	30 Sisson Pond Road, Portsmouth, RI 02871
Ronald Westmoreland	33 Harvest Drive, Portsmouth, RI 02871
Shella Pedrotty	130 Gideon Lawton Lane, Portsmouth, RI 02871

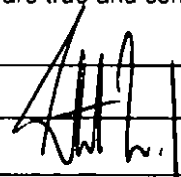
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Stetson W. Eddy	1340 Main Road, Tiverton, RI 02878

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: November 17, 2006



Signature of each Incorporator

RE: Portsmouth Baseball Diamond Club, Inc.

FOURTH: No director of the corporation shall be personally liable to the corporation or to its members for monetary damages for breach of the director's duty as director. However, this provision does not eliminate or limit the liability of a director:

- a. For any breach of the director's duty or loyalty to the corporation or its members;
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- c. For any transaction from which the director may derive an improper benefit, and also including any provision which under Chapter 7-6 of the Rhode Island General Laws, 1956 as amended, is required to be set forth in the bylaws.

No provision eliminating or limiting the personal liability of a director will be effective with respect to causes of action arising prior to the inclusion of this provision in the articles of incorporation of Portsmouth Baseball Diamond Club, Inc.

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