



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Stewards of The Glen

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

STEWARDS OF THE GLEN IS A NON-PROFIT CORPORATION (THE "CORPORATION") WHICH IS ORGANIZED AND WHICH SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AND ANY APPLICABLE RULES OR REGULATIONS PROMULGATED THEREUNDER, AS NOW IN EXISTENCE AND AS MAY BE AMENDED. MORE SPECIFICALLY, STEWARDS OF THE GLEN IS DEDICATED TO PRESERVING, FOR THE GENERAL PUBLIC AND FOR ALL FUTURE GENERATIONS, THAT CERTAIN AREA IN PORTSMOUTH, RHODE ISLAND KNOWN AS "THE GLEN", WHICH SHALL BE DESCRIBED MORE PARTICULARLY IN THE BY-LAWS OF THE CORPORATION, EDUCATING THE PUBLIC AS TO THE HISTORY OF THE GLEN, AND SUPPORTING THE PUBLIC'S RIGHTS IN AND CONTINUED ACCESS TO THE GLEN FOR RECREATION AND IMPROVEMENT OF QUALITY OF LIFE FOR THE COMMUNITY.

IN ADDITION, THE SPECIFIC PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. ENGAGING IN ANY LAWFUL ACT AND ACTIVITY AND TO PROMOTE ANY LAWFUL PURPOSE AS MAY BE PERMITTED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT, R.I. GEN. LAWS 7-6-1, ET SEQ., AS MAY BE AMENDED;

2. TO DO EACH AND EVERY ACTIVITY OR THING NECESSARY, SUITABLE, OR PROPER TO ACCOMPLISH ANY OF THE PURPOSES OR ATTAIN ANY ONE OR MORE OF THE OBJECTS HEREIN ENUMERATED;

3. TO RECEIVE AND MAINTAIN A FUND OR FUNDS OF REAL AND/OR PERSONAL PROPERTY AND APPLY THE WHOLE OR ANY PART OR PARTS OF THE INCOME AND/OR PRINCIPAL THEREOF EXCLUSIVELY FOR CHARITABLE AND/OR EDUCATIONAL PURPOSES AS MAY, FROM TIME TO TIME, BE DEEMED APPROPRIATE IN FURTHERANCE OF SUCH EXCLUSIVE PURPOSES;

4. TO DO ALL THINGS REASONABLY INCIDENT TO AND IN FURTHERANCE OF SUCH EXCLUSIVE CHARITABLE AND EDUCATIONAL PURPOSES.

ARTICLE IV

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:

PROVISIONS FOR THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

1. THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS NOW IN EXISTENCE AND AS MAY BE AMENDED.

2. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY ANY AND ALL REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE III ABOVE.

3. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THROUGH THE PUBLICATION OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, EXCEPT TO THE EXTENT THAT MAY BE PERMITTED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

4. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THE CORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

5. THE AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. EACH MEMBER OF THE BOARD OF DIRECTORS SHALL HAVE ONE VOTE. THE DIRECTORS AND OFFICERS OF THE CORPORATION, TERMS OF OFFICE, METHOD OF SELECTION, RESPECTIVE DUTIES, AND ALL THINGS PERTAINING THERETO, SHALL BE DEFINED AND ESTABLISHED BY THE BY-LAWS OF THE CORPORATION, AS MAY BE FROM TIME TO TIME AMENDED.

6. AMENDMENTS TO THESE ARTICLES OF INCORPORATION SHALL BE MADE IN ACCORDANCE WITH R.I. GEN. LAWS § 7-6-39, AS AMENDED, WHICH ALLOWS FOR THE BOARD OF DIRECTORS TO ADOPT A RESOLUTION OR RESOLUTIONS TO AMEND THESE ARTICLES OF INCORPORATION.

7. EXCEPT AS OTHERWISE PROVIDED BY LAW, THE CORPORATION MAY AT ANY TIME DISSOLVE BY THE AFFIRMATIVE VOTE OF TWO-THIRDS OF THE BOARD OF DIRECTORS. UPON THE DISSOLUTION OF THE CORPORATION, AFTER PAYING OR

MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR SHALL BE DISTRIBUTED TO A FEDERAL, STATE, OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

8. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW, THE CORPORATION MAY, AT ANY TIME, BY AFFIRMATIVE VOTE OF TWO-THIRDS 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 AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

9. TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS, INCLUDING FUTURE AMENDMENTS TO THOSE LAWS, THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ANY AND ALL CLAIMS, LIABILITIES, AND EXPENSES (INCLUDING ATTORNEY'S FEES, JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT) ACTUALLY AND REASONABLY INCURRED AND ARISING FROM ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE, TO WHICH ANY SUCH PERSON SHALL HAVE BECOME SUBJECT BY REASON OF HAVING HELD SUCH A POSITION OR HAVING ALLEGEDLY TAKEN OR OMITTED TO TAKE ANY ACTION IN CONNECTION WITH ANY SUCH POSITION. HOWEVER, THE FOREGOING SHALL NOT APPLY TO:

- A. ANY BREACH OF SUCH PERSON'S DUTY OF LOYALTY TO THE CORPORATION;
- B. ANY ACT OR OMISSION BY SUCH PERSON NOT IN GOOD FAITH OR WHICH INVOLVES INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; OR
- C. ANY TRANSACTION FROM WHICH SUCH PERSON DERIVED ANY IMPROPER PERSONAL BENEFIT.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 56 PINE STREET, 3RD FLOOR
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is MICHAEL L. MINEAU, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	STEPHEN D. JOHNSON	44 WAPPING ROAD PORTSMOUTH, RI 02871 USA
DIRECTOR	ANN CLEMENS	65 GRAY CRAIG ROAD MIDDLETOWN, RI 02842 USA
DIRECTOR	JASON SPITALNIK	44 WAPPING ROAD PORTSMOUTH, RI 02871 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	MICHAEL L. MINEAU ESQ.	56 PINE STREET, 3RD FLOOR PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 05/26/2020

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 26 Day of May, 2020 at 2:29:40 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

MICHAEL L. MINEAU

Form No. 200
Revised 09/07

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