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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 WEEKAPPAUG GOLF CLUB

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

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

To acquire, own, maintain and operate a golf course, to promote the game of golf and other related social and recreational activities, as well as other lawful purposes for the benefit of its members.

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)

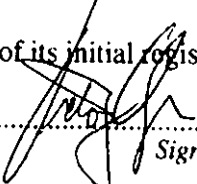
None

16 JUL 1977
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STATE OF RHODE ISLAND
SECRETARY OF STATE
PROVIDENCE

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box).

53 High Street, PO Box 558, Westerly, RI 02891 (add Zip Code);

and the name of its initial registered agent at such address is: Victor J. Orsinger


Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 10, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

SEE ATTACHED LIST OF DIRECTORS

SEVENTH: The name and address of each incorporator is:

Name

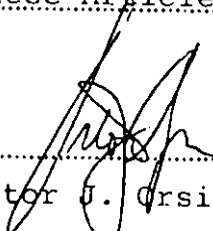
Address

Victor J. Orsinger

53 High Street, PO Box 558
Westerly, Rhode Island 02891

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

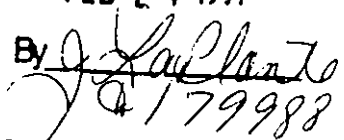
Dated February 19, 1997


Victor J. Orsinger

All Incorporators must sign

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By 
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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.

WEEKAPAUG GOLF CLUB

NAMES AND ADDRESSES OF DIRECTORS

John H.W. Gefaell
5 Chapman Road
Weekapaug, RI 02891

Harvey DeMovick, Jr.
70 Noyes Neck Road
Weekapaug, RI 02891

Martha Hosp
29 Lincoln Road
Charlestown, RI 02813

Hoyt Goodrich
7 Taylor Lane
Weekapaug, RI 02891

Charles P. Kohn
8 Upland Road
Weekapaug, RI 02891

Susan Dumouchel
9 Passpataug Avenue
Weekapaug, RI 02891

Sara K. Goodrich
7 Taylor Lane
Weekapaug, RI 02891

William L.G. Lester, Jr.
36 South Williams Avenue
Weekapaug, RI 02891

Victor J. Orsinger
34 Elm Street
Westerly, RI 02891

Stephen C. Poplaski
30 Haversham Road
Westerly, RI 02891

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FEB 21 1997

Adler Pollock & Sheehan Incorporated
2305 Hospital Trust Tower
Providence, Rhode Island 02903-2443
Telephone 401-274-7200
Fax 401-751-0604/351-4607

ADLER POLLOCK & SHEEHAN

February 20, 1997

**Via Facsimile and
Regular Mail**

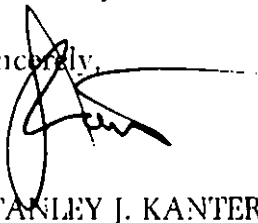
Victor J. Orsinger, Esq.
Orsinger & Nardone
53 High Street, Box 558
Westerly, RI 02891-0558

RE: Weekapaug Golf Club and Weekapaug Golf Course, Inc.

Dear Mr. Orsinger:

This is to confirm my consent to the use, by you as incorporator on behalf of your client, of the name Weekapaug Golf Club, notwithstanding my reservation of the corporate name Weekapaug Golf Course, Inc.

Sincerely,



STANLEY J. KANTER

SJK/lmp