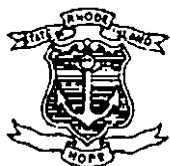


Filing Fee: \$35.00

ID Number: 126873



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 BLACKBEARD HOMEOWNERS' ASSOCIATION

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 negotiate for and acquire land on behalf of the member
homeowners and to ensure the property rights of the individuals
who own residential dwellings at 836 Matunuck Beach Road in
South Kingstown, Rhode Island; and to do any lawful act
necessary to further the purpose of the Association

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

20. SEP 06 2002

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5. The address of the initial registered office of the corporation is 133 Old Tower Hill Road
(Street Address, not P.O. Box)
Wakefield, RI 02879, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is James V. Aukerman
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Three (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>Rocco Carabetta</u>	<u>16 Redstone Drive, E. Longmeadow, MA 01028</u>
<u>Donald Tatro</u>	<u>34 Monroe Street, Chicopee, MA 01020</u>
<u>Robert Turgeon</u>	<u>94 Prospect Street, Manville, RI 02838</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Donald Tatro</u>	<u>34 Monroe Street, Chicopee, MA 01020</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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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: 9-6-02

Donald Tatro

Signature of each Incorporator

EXHIBIT A

The Corporation shall exist as a nonprofit corporation under the laws of the State of Rhode Island.

The Corporation shall provide for the administration, operation, management, maintenance, preservation, and control of the BLACKBEARD HOMEOWNERS' ASSOCIATION, in the Town of South Kingstown, County of Washington, State of Rhode Island.

The Corporation shall exercise all powers and rights to negotiate for and acquire land on behalf of the member homeowners and to obtain the Right of First Refusal under Rhode Island General Law 34-18.2-3 for the leased land located at 836 Matunuck Beach Road designated as Tax Assessor's Plat 92-2, Lot 54.

The statement of corporate powers and purposes shall be broadly construed to effectuate the corporate purposes.

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitations, the purpose for which it is formed are:

a) to provide for an entity for the furtherance of the interests of the owners of Residential Structures.

In furtherance, which unless indicated otherwise by the By-Laws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Rhode Island in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in the Articles of Incorporation.

(c) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

(d) to do all things necessary and proper to accomplish the foregoing purposes.