



**State of Rhode Island  
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 SRBA Historic Building And Environmental Preservation Foundation

**ARTICLE II**

The period of its duration is  Perpetual  \_\_\_\_\_

**ARTICLE III**

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

ARTICLE 1. THE PRESERVATION AND MAINTENANCE OF HISTORIC BUILDINGS LISTED IN THE NATIONAL REGISTER OF HISTORIC PLACES, AND IDENTIFIED AS A CONTRIBUTING RESOURCE IN THE OCEAN DRIVE NATIONAL REGISTER HISTORIC DISTRICT AND THE OCEAN DRIVE NATIONAL HISTORIC LANDMARK DISTRICT, INCLUDING THE PROTECTION, PRESERVATION, AND CONSERVATION OF ENVIRONMENTALLY, INCLUDING ECOLOGICALLY, SENSITIVE LAND

SURROUNDING SAID HISTORIC BUILDINGS, AND GENERALLY FOR THE CHARITABLE, EDUCATIONAL, ENVIRONMENTAL, CULTURAL AND OTHER PURPOSES SET FORTH IN SECTION 7-6-4 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, AND IN ACCORDANCE WITH SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SHALL HAVE ALL THE POWER AND AUTHORITY PROVIDED UNDER THE ACT.

ARTICLE 4.

SECTION I: (A) THE MEMBERS OF THIS CORPORATION INITIALLY SHALL CONSIST OF THE PERSONS NAMED AS INCORPORATORS, AND, SUBSEQUENTLY, SUCH OTHER PERSONS AS MAY BE MEMBERS IN THE MANNER PROVIDED BY THE BY-LAWS.

(B) MEMBERS SHALL BE PERSONS WHO HAVE EXPERIENCE, EXPERTISE OR DEMONSTRABLE INTEREST IN THE PRESERVATION AND PROTECTION OF HISTORIC STRUCTURES AND THE ENVIRONMENT SURROUNDING THE SAME. ADDITIONAL QUALIFICATIONS OF MEMBERSHIP MAY BE SET FORTH IN THE BY-LAWS

OF THE CORPORATION.

(C) THE MEMBERS OF THE CORPORATION SHALL BE THE TRUSTEES THEREOF, AND THE NUMBER OF TRUSTEES SHALL BE NOT LESS THAN FIVE (5) AND NO MORE THAN NINE (9).

(D) NO MORE THAN ONE QUARTER (1/4) OF THE MEMBERS OF THE

CORPORATION SHALL CONSIST OF MEMBERS, DIRECTORS OR OFFICERS OF SPROUTING ROCK BEACH ASSOCIATION.

(E) A MEMBER'S TERM SHALL CEASE WHEN HIS OR HER TERM AS A TRUSTEE CEASES, AND VICE-VERSA.

SECTION II: THE CONTROL AND MANAGEMENT OF THE AFFAIRS OF THIS CORPORATION SHALL BE VESTED IN A BOARD OF TRUSTEES COMPRISED OF THE MEMBERSHIP OF THE CORPORATION. THE BOARD OF TRUSTEES SHALL ELECT A PRESIDENT, A VICE PRESIDENT, A SECRETARY, AND A TREASURER. THE TIME AND METHOD OF ELECTING THE OFFICERS AND THE LENGTH OF THE TERM OF THEIR

OFFICE SHALL BE FIXED IN THE BY-LAWS. THE BOARD OF TRUSTEES MAY ENGAGE THE SERVICES OF OTHER EMPLOYEES AS MAY FROM TIME TO TIME BE DEEMED NECESSARY OR ADVISABLE TO ACCOMPLISH THE OBJECTS AND PURPOSES OF THE CORPORATION.

SECTION III: THE CORPORATION MAY DISSOLVE OR BE DISSOLVED AS PROVIDED IN SECTION 7-6-50 OF THE GENERAL LAWS OF THE STATE OF RHODE ISLAND. UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF TRUSTEES SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF ITS ASSETS EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH 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 OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS), AND WHICH

HAS ITS PRINCIPAL PLACE OF BUSINESS ON AQUIDNECK ISLAND, COUNTY OF NEWPORT, STATE OF RHODE ISLAND, THEIR SUCCESSORS AND ASSIGNS, AS THE BOARD OF TRUSTEES SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT FOR THE COUNTY OF NEWPORT

EXCLUSIVELY FOR SUCH PURPOSE OR TO SUCH ORGANIZATION OR ORGANIZATIONS,

AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

SECTION IV: NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, 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 THE PURPOSES SET FORTH IN ARTICLE FOURTH HEREOF.

SECTION V: 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 (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

SECTION VI: NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON, (A) BY CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS

AMENDED FROM TIME TO TIME; AND, (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, AS AMENDED FROM TIME TO TIME.

#### 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:

ARTICLE 1. THE PRESERVATION AND MAINTENANCE OF HISTORIC BUILDINGS LISTED IN THE NATIONAL REGISTER OF HISTORIC PLACES, AND IDENTIFIED AS A CONTRIBUTING RESOURCE IN THE OCEAN DRIVE NATIONAL REGISTER HISTORIC DISTRICT AND THE OCEAN DRIVE NATIONAL HISTORIC LANDMARK DISTRICT, INCLUDING THE PROTECTION, PRESERVATION, AND CONSERVATION OF ENVIRONMENTALLY, INCLUDING ECOLOGICALLY, SENSITIVE LAND SURROUNDING SAID HISTORIC BUILDINGS, AND GENERALLY FOR THE CHARITABLE, EDUCATIONAL, ENVIRONMENTAL, CULTURAL AND OTHER PURPOSES SET FORTH IN SECTION 7-6-4 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, AND IN ACCORDANCE WITH SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SHALL HAVE ALL THE POWER AND AUTHORITY PROVIDED UNDER THE ACT.

#### ARTICLE 4.

SECTION I: (A) THE MEMBERS OF THIS CORPORATION INITIALLY SHALL CONSIST OF THE PERSONS NAMED AS INCORPORATORS, AND, SUBSEQUENTLY, SUCH OTHER PERSONS AS MAY BE MEMBERS IN THE MANNER PROVIDED BY THE BY-LAWS.

(B) MEMBERS SHALL BE PERSONS WHO HAVE EXPERIENCE, EXPERTISE OR DEMONSTRABLE INTEREST IN THE PRESERVATION AND PROTECTION OF HISTORIC STRUCTURES AND THE ENVIRONMENT SURROUNDING THE SAME. ADDITIONAL QUALIFICATIONS OF MEMBERSHIP MAY BE SET FORTH IN THE BY-LAWS

OF THE CORPORATION.

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OFFICE SHALL BE FIXED IN THE BY-LAWS. THE BOARD OF TRUSTEES MAY ENGAGE THE SERVICES OF OTHER EMPLOYEES AS MAY FROM TIME TO TIME BE DEEMED NECESSARY OR ADVISABLE TO ACCOMPLISH THE OBJECTS AND PURPOSES OF THE CORPORATION.

SECTION III: THE CORPORATION MAY DISSOLVE OR BE DISSOLVED AS PROVIDED IN SECTION 7-6-50 OF THE GENERAL LAWS OF THE STATE OF RHODE ISLAND. UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF TRUSTEES

SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF ITS ASSETS EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH 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 OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS), AND WHICH HAS ITS PRINCIPAL PLACE OF BUSINESS ON AQUIDNECK ISLAND, COUNTY OF NEWPORT, STATE OF RHODE ISLAND, THEIR SUCCESSORS AND ASSIGNS, AS THE BOARD OF TRUSTEES SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT FOR THE COUNTY OF NEWPORT EXCLUSIVELY FOR SUCH PURPOSE OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

SECTION IV: NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, 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 THE PURPOSES SET FORTH IN ARTICLE FOURTH HEREOF.

SECTION V: 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 (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

SECTION VI: NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON, (A) BY CORPORATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED FROM TIME TO TIME; AND, (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, AS AMENDED FROM TIME TO TIME.

#### ARTICLE V

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

No. and Street: 30 EXCHANGE TERRACE  
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is WILLIAM R. LANDRY

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	PETER D. KIERNAN	428 ROUND HILL ROAD GREENWICH, CT 06831 USA
DIRECTOR	KAITY RYAN	200 FARNUM PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	LESLIE B. JONES	333 GIBBS AVENUE NEWPORT, RI 02840 USA
DIRECTOR	ELAINE T. KISSELL	C/O 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905 USA
DIRECTOR	RICHARD C. YOUNGKEN	P.O. BOX 326 PEACE DALE, RI 02883 USA

#### ARTICLE VII

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	WILLIAM R. LANDRY ESQ.	30 EXCHANGE TERRACE PROVIDENCE, RI 02903 USA

#### ARTICLE VIII

Date when corporate existence is to begin 09/25/2020

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

**Signed this 25 Day of September, 2020 at 10:15:14 AM 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.**

WILLIAM R. LANDRY

Form No. 200  
Revised 09/07

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State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,  
hereby certify that this document, duly executed in accordance with the provisions  
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

September 25, 2020 10:11 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

