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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

ORIGINAL ARTICLES OF INCORPORATION

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 Grow Smart Rhode Island

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:

See Exhibit A attached hereto

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:

See Exhibit B attached hereto

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BY [Signature] 204865

5. The address of the initial registered office of the corporation is 1500 Fleet Center,
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its initial registered agent at such,
(City/Town) (Zip Code)
address is HASLAW, LLC Attn: Secretary
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is _____
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

See Exhibit C attached hereto

7. The name and address of each incorporator is:

Name

Address

E. Jerome Batty

1500 Fleet Center, Providence, RI 02903

8. Date when corporate existence to begin Upon filing
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated June 2, 19 98

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.

E. Jerome Batty
E. Jerome Batty

Signature of each Incorporator

EXHIBIT A

Grow Smart Rhode Island

The specific purpose or purposes for which the corporation is organized are: for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). The foregoing purposes shall include, but shall not be limited to, bringing together diverse interests to protect and improve Rhode Island's quality of life, economic vitality, and environmental health achieved by promoting business and residential growth in urban and town centers and advancing open-land conservation and the preservation of rural character.

EXHIBIT B

"FOURTH. Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 THIRD hereof.

(c) The Corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational 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 law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

EXHIBIT C

**Board of Directors
Grow Smart Rhode Island**

Sister Therese Antone, RSM
President
Salve Regina University
Ochre Court
Newport RI 02840

Dr. Robert L. Carothers
President
University of Rhode Island
Carlotti Administration Building
Kingston RI 02881

Elizabeth Z. Chace
Residential Properties, Ltd.
140 Wickenden Street
Providence RI 02903

Peter Damon
President and CEO
Bank of Newport
PO Box 450
Newport RI 02840

James H. Dodge
Chairman, President and CEO
Providence Energy Corporation
100 Dorrance Street
Providence RI 02903

Mark J. Formica
Vice Chairman
Citizens Bank
1 Citizens Plaza
Providence RI 02903

E. Gordon Gee, Ph.D.
President
Brown University
PO Box 1860, University Hall
Providence RI 02912

Stephen Hamblett
Chairman, CEO and Publisher
Providence Journal-Bulletin
75 Fountain Street
Providence RI 02903

Dean Holt
Chairman, CEO, and President
Fleet National Bank
111 Westminster Street
Providence RI 02903

Kate Kilguss
President
Save The Bay
434 Smith Street
Providence RI 02908

William J. Baldwin
President
Baldwin Corporation
1287 Central Avenue
Johnston RI 02919

Arnold Chace
Cornish Associates
731 Hospital Trust Tower
Providence RI 02903

The Honorable John H. Chafee
United States Senator
10 Dorrance Street
Providence RI 02903

Alfred Degen
President
Valley Gas Company
1595 Mendon Road
Cumberland RI 02864

Louise Durfee, Esq.
Brown, Rudnick, Freed & Gresner
1 Providence Washington Plaza
Providence RI 02903

Governor J. Joseph Garrahy
J. Joseph Garrahy and Associates
220 South Main Street
Providence RI 02903

Robert Gilbane
President
Gilbane Properties
7 Jackson Walkway
Providence RI 02903

Robert Harding, Ph.D.
Chief Financial Officer
Polytop Corporation
Woonsocket Industrial Park
Slatersville RI 02876

Douglas H. Johnson
President
Van Leesten and Johnson, Inc.
12 Bassett Street
Providence RI 02903

Dennie Langley
Executive Director
Urban League of Rhode Island
246 Prairie Avenue
Providence RI 02905

**Board of Directors
Grow Smart Rhode Island**

Dean Margaret Leinen
Marine Programs
University of Rhode Island
Narragansett Bay Campus
Narragansett RI 02882

Frederick C. Lohrum
Chairman and President
RI Hospital Trust National Bank
RIHT Exec. Office, Mail Stop 3R-
Providence RI 02903

Robert McCabe
President
Narragansett Electric
280 Melrose Street
Providence RI 02904

Peter W. Rector
President
Newport Creamery
PO Box 219, Main Post Office
Newport RI 02840

Gary Sasse
Executive Director
R.I. Public Expenditure Council
300 Richmond Street
Providence RI 02903

Beverly Scott
General Manager
Rhode Island Public Transit Auth
265 Melrose Street
Providence RI 02904

Merrill Sherman
President and CEO
Bank Rhode Island
999 South Broadway
East Providence RI 02914

John Warren
President and CEO
The Washington Trust Company
23 Broad Street
Westerly RI 02891

Frederick C. Williamson
Chair, RI Historical Preservation
& Heritage Commission
5 Roger Williams Green
Providence RI 02904

W. Edward Wood
Coxial Communications
3770 E. Livingston Avenue
Columbus OH 43227

Frederick Lippitt
Chairman
The Providence Plan
56 Pine Street, Suite 3B
Providence RI 02903

Roger Mandle
President
Rhode Island School of Design
2 College Street
Providence RI 02903

James Miller
Rhode Island Council of Churches
734 Hope Street
Providence RI 02906

Anthony Santoro, Esq.
President
Roger Williams University
1 Old Ferry Road
Bristol RI 02809

Richard Schartner
Schartner Farms
5 County Trail
North Kingstown RI 02852

Deming Sherman, Esq.
Edwards and Angell
2700 Hospital Trust Tower
Providence RI 02903

Father Philip Smith
President
Providence College
River Avenue
Providence RI 02918

Sheldon Whitehouse, Esq.
U.S. Attorney
State of Rhode Island
10 Dorrance Street
Providence RI 02903

James Winokar
President
Belvoir Properties, Inc.
222 Richmond Street, Suite 100
Providence RI 02903

May 27, 1998

Secretary of State
Corporation Division
100 North Main Street
Providence, RI 02903

Re: Consent to Use Name - Grow Smart Rhode Island

Dear Sir:

In connection with the filing of Articles of Incorporation by Grow Smart Rhode Island, the undersigned hereby consents to the use of said name and the filing of said Articles of Incorporation.

GROW in Rhode Island

By: Saul J. Joseph
Title: Chairman, Board of Directors
Grow in Rhode Island

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RECEIVED
SECRETARY OF STATE
PROVIDENCE, RI