

State of Rhode Island and Providence Plantations
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:

FIRST: The name of the corporation is Providence Marine Corps of Artillery Museum
of Rhode Island Military History, Inc.

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

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

Said corporation is organized and operated exclusively for historical, charitable, patriotic, scientific, and educational purposes, including, for such purposes, the receipt and acceptance of contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code. The perpetuation of the spirit, prestige, and memories of the military of Rhode Island. To foster and encourage the study of Rhode Island military history. The acquisition, collection, interpretation, storage, conservation,

(continued on next page)

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)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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.

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.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code.

(continued on next page)

FIFTH: The address of the initial registered office of the corporation is Benefit Street Arsenal,
176 Benefit Street, Providence, Rhode Island 02903 (add Zip Code),
and the name of its initial registered agent at such address is: Colonel Lynwood F. Hoxsie, USA (Ret)

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

Name	Address
COL Howard F. Brown, USA (Ret)	150 Lakedell Drive East Greenwich, R.I. 02818
CSM Thomas A. Caruolo, AUS (ret)	11 Plymouth Road North Providence, R.I. 02904
CPT Stephen A. Fanning, Jr., AUS (Ret)	50 Quincy Street Providence, R.I. 02908
COL William A. Farrell, AUS (Ret)	96 Lawnacre Drive Cranston, R.I. 02920
LTC William H. Gregson, Jr., AUS (Ret)	31 Randall Street Greenville, R.I. 02828
COL Lynwood F. Hoxsie, USA (Ret)	297 Greenwood Avenue Warwick, R.I. 02886

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SEVENTH: The name and address of each incorporator is:

Name	Address
MG Harold N. Read, AUS (Ret)	17 Belton Drive Barrington, R.I. 02806
COL Howard F. Brown, USA (Ret)	150 Lakedell Drive East Greenwich, R.I. 02818
COL William A. Farrell, AUS (Ret)	96 Lawnacre Drive Cranston, R.I. 02920
COL Lynwood F. Hoxsie, USA (Ret)	297 Greenwood Avenue Warwick, R.I. 02886
LTC Alfred B. Stapleton, AUS (Ret)	20 Indian Hill Road Little Compton, R.I. 02837

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): 1 June 1987

Dated 12 May, 19 87

Harold N. Read
Howard F. Brown
William A. Farrell
Lynwood F. Hoxsie
Alfred B. Stapleton
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.

Original Articles of Incorporation, Providence Marine Corps of Artillery
Museum of Rhode Island Military History, Inc. (Continued)

THIRD (Continued)

and exhibition of documents and artifacts relating to the history of the military of Rhode Island. The research, writing, and publication of manuscripts pertaining to Rhode Island military history. The education of the general public regarding the mission and functions of the military of Rhode Island. To aid in maintaining national honor, union, and independence. To strengthen the ties of fellowship and mutual assistance among members of the corporation. The preservation and proper maintenance of the Benefit Street Arsenal structure. Any lawful function in furtherance of these objectives.

FOURTH (Continued)

In the event of dissolution of the corporation or in the event that it shall cease to exist for the stated purposes, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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, 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 1954, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not 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.

Majority Membership: The majority of the members of the Board of Directors of the corporation shall be charter members of the corporation.

Initial Board of Directors: The initial Board of Directors of the corporation shall be composed of fifteen members and shall be elected by a majority vote of the incorporators of the corporation. Election:

a. Five Directors shall be elected to serve for a three year period or until their respective successor has been elected and qualified.

b. Five Directors shall be elected to serve for a two year period or until their respective successor has been elected and qualified.

c. Five Directors shall be elected to serve for a one year period or until their respective successor has been elected and qualified.

No amendment to the corporation constitution and bylaws shall be effective which shall prevent said corporation from being exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or prevent said corporation from being an organization to which a contribution constitutes a "charitable contribution" as defined in Section 170 (c) (2) of said Internal Revenue Code of 1954, or corresponding section of any future federal tax code.

Original Articles of Incorporation, Providence Marine Corps of Artillery
Museum of Rhode Island Military History, Inc. (Continued)

SIXTH: (Continued)

LTC Robert W. Kenny, Jr., AUS (Ret)	67 Taber Avenue Providence, R.I. 02906
MG John W. Kiely, RING	110 Bow Street East Greenwich, R.I. 02818
MR. Bernard G. Mondor	6 Parker Street Lincoln, R.I. 02865
CSM Frank A. Neri, AUS (Ret)	3 Don Avenue North Providence, R.I. 02904
CSM William B. J. O'Mara, RIARNG	123 Troy Street Rumford, R.I. 02916
MG Harold N. Read, AUS (Ret)	17 Belton Drive Barrington, R.I. 02806
MR. Sarando Sarganis	130 Holland Avenue Riverside, R.I. 02915
LTC Alfred B. Stapleton, AUS (Ret)	20 Indian Hill Road Little Compton, R.I. 02837
COL Richard J. Valente, RIARNG	36 Barden Lane Warren, R.I. 02885

CP35 35.00
CASH 35.00

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[Signature]