



**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 Friends of Bear Rugby

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

TO EDUCATE PEOPLE ABOUT THE SPORT OF RUGBY; TO FUND-RAISE FOR THE BROWN UNIVERSITY RUGBY FOOTBALL CLUB; AND ALL OTHER LEGAL PURPOSES.

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:

BYLAWS
OF
FRIENDS OF BEAR RUGBY
A RHODE ISLAND NON-PROFIT CORPORATION

ARTICLE I

NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 NAME AND PURPOSES. THE NAME OF THIS AND THE PURPOSES OF THE CORPORATION SHALL BE AS SET FORTH IN THE ARTICLES OF ORGANIZATION.

1.2 LOCATION. THE CORPORATION SHALL HAVE AND CONTINUOUSLY MAINTAIN A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF RHODE ISLAND, AS REQUIRED BY RHODE ISLAND GENERAL CORPORATION LAW. THE REGISTERED AGENT SHALL BE A PERSON OR CORPORATION AUTHORIZED TO

TRANSACT
BUSINESS IN THE STATE OF RHODE ISLAND.

1.3 CORPORATE SEAL. THE DIRECTORS MAY ADOPT AND ALTER THE SEAL
OF THE CORPORATION. THE SEAL OF THE CORPORATION, IF ANY, SHALL, SUBJECT
TO ALTERATION BY THE DIRECTORS, BEAR ITS NAME, THE WORD "RHODE ISLAND"
AND THE YEAR OF ITS INCORPORATION.

1.4 FISCAL YEAR. THE FISCAL YEAR OF THE CORPORATION SHALL BE
DETERMINED BY THE DIRECTORS.

ARTICLE II

MEMBERS

2.1 MEMBERS. THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE III DIRECTORS

3.1 POWERS. THE MANAGEMENT OF THE CORPORATION SHALL BE VESTED
IN A BOARD OF DIRECTORS ("THE BOARD") WHICH SHALL HAVE AND MAY EXERCISE
ALL THE POWERS OF THE CORPORATION. THE BOARD SHALL HAVE ALL POWERS,
RIGHTS, AND OBLIGATIONS CONFERRED BY LAW UPON A BOARD OF DIRECTORS OF

A
CORPORATION ORGANIZED UNDER THE GENERAL CORPORATION LAW OF RHODE
ISLAND.

UNLESS OTHERWISE PROVIDED, REFERENCES IN THESE
BYLAWS TO AUTHORITY OR POWERS OF DIRECTORS SHALL BE CONSTRUED TO
MEAN

AUTHORITY OR POWERS OF THE BOARD OF DIRECTORS AND MEETINGS OF
DIRECTORS
SHALL BE CONSTRUED TO MEAN MEETINGS OF THE BOARD OF DIRECTORS.

3.2 NUMBER AND ELECTION. THE BOARD OF DIRECTORS SHALL CONSIST
OF SUCH NUMBER AS SHALL BE FIXED FROM TIME TO TIME BY A MAJORITY OF THE
DIRECTORS THEN IN OFFICE, EXCEPT THAT SUCH NUMBER MAY BE OTHERWISE
FIXED

BY THE DIRECTORS OF THE CORPORATION AT ANY ANNUAL, REGULAR, OR SPECIAL
MEETING, BUT SHALL NOT IN ANY EVENT BE FEWER THAN THREE (3) DIRECTORS.

EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE ARTICLES OF ORGANIZATION,
OR

BY THESE BYLAWS, THE BOARD OF DIRECTORS SHALL BE ELECTED AT THE ANNUAL
MEETING OF THE DIRECTORS IN THE MANNER PRESCRIBED BY LAW, BY THE
ARTICLES

OF ORGANIZATION, AND BY THESE BYLAWS.

3.3 TENURE. EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE
ARTICLES OF ORGANIZATION, OR BY THESE BYLAWS, AND SUBJECT TO A
DIRECTOR'S

EARLIER DEATH, RESIGNATION, REMOVAL, OR DISQUALIFICATION, A DIRECTOR
SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF DIRECTORS AND UNTIL

A
SUCCESSOR IS ELECTED AND QUALIFIED.

3.4 REMOVAL. EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE ARTICLES OF ORGANIZATION, OR THESE BYLAWS, A DIRECTOR MAY BE REMOVED WITH OR WITHOUT CAUSE BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE. A DIRECTOR MAY BE REMOVED WITH CAUSE ONLY AFTER REASONABLE NOTICE AND OPPORTUNITY TO BE HEARD.

3.5 RESIGNATION. A DIRECTOR MAY RESIGN BY DELIVERING HIS OR HER WRITTEN RESIGNATION TO THE PRESIDENT, TREASURER, OR CLERK OF THE CORPORATION, TO A MEETING OF THE DIRECTORS OR DIRECTORS, OR TO THE CORPORATION AT ITS PRINCIPAL OFFICE. SUCH RESIGNATION SHALL BE EFFECTIVE UPON RECEIPT (UNLESS SPECIFIED TO BE EFFECTIVE AT SOME OTHER TIME) AND ACCEPTANCE THEREOF SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE UNLESS IT SO STATES.

3.6 VACANCIES. VACANCIES SHALL BE FILLED BY THE REMAINING DIRECTORS, EVEN IF LESS THAN A QUORUM, OR BY A SOLE REMAINING DIRECTOR. EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE ARTICLES OF ORGANIZATION, OR BY THESE BYLAWS, THE DIRECTORS SHALL HAVE AND MAY EXERCISE ALL THEIR POWERS NOTWITHSTANDING THE EXISTENCE OF ONE OR MORE VACANCIES IN THEIR NUMBER.

3.7 REGULAR MEETINGS. REGULAR MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD AT SUCH PLACES AND AT SUCH TIMES AS THE DIRECTORS MAY DETERMINE. AT LEAST ONE REGULAR MEETING EACH YEAR SHALL CONSTITUTE THE ANNUAL MEETING OF THE BOARD.

3.8 SPECIAL MEETINGS. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD AT ANY TIME AND AT ANY PLACE WHEN CALLED BY THE PRESIDENT OR BY THREE (3) OR MORE DIRECTORS.

3.9 NOTICE OF MEETINGS. EXCEPT AS HEREINABOVE PROVIDED, NOTICE OF ALL MEETINGS OF THE DIRECTORS SHALL BE GIVEN TO EACH DIRECTOR BY ANY OFFICER OR DIRECTOR CALLING THE MEETING. NOTICE SHALL BE GIVEN TO EACH DIRECTOR IN PERSON OR BY TELEPHONE, TELECOPY OR ELECTRONIC MAIL OR OTHER EQUIVALENT ELECTRONIC MEDIA, SENT TO SUCH DIRECTOR'S LAST KNOWN BUSINESS, HOME OR ELECTRONIC MAIL ADDRESS, AS APPEARING IN THE CORPORATION'S RECORDS, DESIGNED TO BE RECEIVED AT LEAST TWENTY-FOUR (24) HOURS IN ADVANCE OF THE MEETING, OR BY WRITTEN NOTICE MAILED TO SUCH DIRECTOR'S LAST KNOWN BUSINESS OR HOME ADDRESS, AS APPEARING IN THE CORPORATION'S RECORDS, DESIGNED TO BE RECEIVED AT LEAST FORTY-EIGHT (48) HOURS IN ADVANCE OF THE MEETING. NOTICE OF A MEETING NEED NOT BE GIVEN TO ANY DIRECTOR IF A WRITTEN WAIVER OF NOTICE EXECUTED BY THE DIRECTOR BEFORE OR AFTER THE MEETING IS FILED WITH THE RECORDS OF THE MEETING, OR TO ANY DIRECTOR WHO ATTENDS THE MEETING WITHOUT PROTESTING THE LACK OF

NOTICE

PRIOR THERETO OR AT ITS COMMENCEMENT. ANY NOTICE GIVEN HEREUNDER SHALL STATE THE PLACE, DATE, AND HOUR OF THE MEETING, BUT NEED NOT SPECIFY THE PURPOSES OF THE MEETING EXCEPT THAT IF AN AMENDMENT TO THESE BYLAWS SHALL BE A PURPOSE OF THE MEETING, THE SAME SHALL BE SO STATED IN THE NOTICE.

3.10 QUORUM. EXCEPT AS OTHERWISE REQUIRED BY LAW, BY THE ARTICLES OF ORGANIZATION, OR BY THESE BYLAWS, AT ANY MEETING OF THE DIRECTORS, A MAJORITY OF THE DIRECTORS THEN IN OFFICE SHALL CONSTITUTE A QUORUM. ANY MEETING MAY BE ADJOURNED BY A MAJORITY OF THE VOTES CAST UPON THE QUESTION, WHETHER OR NOT A QUORUM IS PRESENT, AND THE MEETING MAY BE HELD AS ADJOURNED WITHOUT FURTHER NOTICE.

3.11 ACTION BY VOTE. EXCEPT AS OTHERWISE REQUIRED BY LAW, BY THE ARTICLES OF ORGANIZATION, OR BY THESE BYLAWS, WHEN A QUORUM IS PRESENT AT ANY MEETING, A MAJORITY OF THE DIRECTORS PRESENT AND VOTING SHALL DECIDE ANY QUESTION, INCLUDING ELECTION OF OFFICERS. DIRECTORS ON THE BOARD OF THE CORPORATION MAY PARTICIPATE IN A MEETING OF SUCH BOARD BY MEANS OF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER AT THE SAME TIME AND PARTICIPATION BY SUCH MEANS SHALL CONSTITUTE PRESENCE IN PERSON AT A MEETING. VOTING BY PROXY SHALL NOT BE PERMITTED AT A MEETING OF THE BOARD OF DIRECTORS.

3.12 ACTION WITHOUT MEETING. ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT ANY MEETING OF THE DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF ALL THE DIRECTORS CONSENT TO THE ACTION IN WRITING AND THE WRITTEN CONSENTS ARE FILED WITH THE RECORDS OF THE MEETINGS OF DIRECTORS. SUCH CONSENTS SHALL BE TREATED FOR ALL PURPOSES AS A VOTE AT A MEETING.

3.13 COMMITTEES. THE BOARD OF DIRECTORS IN ITS DISCRETION, BY RESOLUTION PASSED BY A MAJORITY OF DIRECTORS THEN IN OFFICE, MAY DESIGNATE AN EXECUTIVE AND OTHER COMMITTEES, EACH COMMITTEE TO CONSIST OF ONE (1) OR MORE DIRECTORS AND WHICH COMMITTEE(S) SHALL HAVE AND MAY EXERCISE SUCH POWERS, TO THE EXTENT PERMITTED BY LAW, THE ARTICLES OF ORGANIZATION, AND THESE BYLAWS, AND TO THE EXTENT POSSESSED BY THE BOARD OF DIRECTORS ITSELF, AS SHALL BE CONFERRED OR AUTHORIZED BY THE RESOLUTION(S) DESIGNATING SUCH COMMITTEE. THE BOARD OF DIRECTORS SHALL

HAVE THE POWER AT ANY TIME TO DISCHARGE, CHANGE THE DIRECTORSHIP OR AUTHORITY OF, OR FILL VACANCIES IN, ANY SUCH COMMITTEE. WRITTEN MINUTES OF ALL PROCEEDINGS OF ANY SUCH COMMITTEE SHALL BE KEPT AND MADE AVAILABLE

UPON REQUEST TO EACH DIRECTOR.

EXCEPT IF AND TO THE EXTENT THE BOARD OF DIRECTORS MAY OTHERWISE
FROM TIME TO TIME PROVIDE, A MAJORITY OF THE DIRECTORS THEN
CONSTITUTING

ANY SUCH COMMITTEE SHALL CONSTITUTE A QUORUM, EXCEPT THAT WHEN A
COMMITTEE SHALL HAVE ONLY ONE (1) DIRECTOR, THEN ONE (1) DIRECTOR SHALL
CONSTITUTE A QUORUM. WHEN A QUORUM IS PRESENT AT ANY MEETING OF ANY
SUCH

COMMITTEE, A MAJORITY OF THOSE DIRECTORS PRESENT AND VOTING SHALL BE
REQUISITE AND SUFFICIENT TO AFFECT ANY ACTION OR TO DECIDE ANY QUESTION

OR MEASURE PRESENTED TO THE COMMITTEE, UNLESS A LARGER VOTE SHALL BE
REQUIRED BY LAW, BY THE ARTICLES OF ORGANIZATION, BY THESE BYLAWS, OR BY

RESOLUTION OF THE BOARD OF DIRECTORS.

NOTICE OF COMMITTEE MEETINGS SHALL BE PROVIDED TO EACH COMMITTEE
IN ACCORDANCE WITH SECTION 3.9 OF THIS ARTICLE, AS IF SUCH COMMITTEE
MEETING WERE A MEETING OF THE BOARD OF DIRECTORS.

ANY ACTION WHICH COULD BE TAKEN AT ANY MEETING OF A COMMITTEE OF
THE BOARD OF DIRECTORS MAY BE TAKEN WITHOUT SUCH A MEETING, IF A
WRITTEN

CONSENT THERETO IS SIGNED BY ALL APPOINTED TO SUCH COMMITTEE, AND SUCH
WRITTEN CONSENT IS FILED WITH THE RECORDS OF THE MEETINGS OF SUCH
COMMITTEE. SUCH CONSENT SHALL BE TREATED AS A VOTE AT A MEETING OF
SUCH

COMMITTEE FOR ALL PURPOSES.

3.14 ADJOURNMENTS. ANY MEETING OF DIRECTORS MAY BE ADJOURNED TO
ANY OTHER TIME AND PLACE AS A MAJORITY OF THOSE DIRECTORS PRESENT AT
SUCH

MEETING AND VOTING SHALL DETERMINE. NO NOTICE OF ANY ADJOURNED
MEETING

SHALL BE REQUIRED IF (A) THE TIME AND PLACE THEREOF ARE ANNOUNCED AT THE
MEETING AT WHICH THE ADJOURNMENT IS TAKEN, AND (B) THE ADJOURNMENT IS
FOR

FEWER THAN THIRTY (30) DAYS.

3.15 COMPENSATION. UNLESS OTHERWISE PROVIDED BY LAW, THE
ARTICLES OF

ORGANIZATION, OR THESE BYLAWS, A DIRECTOR SHALL BE ENTITLED TO RECEIVE
FOR SUCH DIRECTOR'S SERVICES SUCH REASONABLE AMOUNTS, IF ANY, AS THE
BOARD OF DIRECTORS MAY DETERMINE, WHICH MAY INCLUDE EXPENSES OF
ATTENDANCE AT MEETINGS. A DIRECTOR SHALL NOT BE PRECLUDED FROM
SERVING

THE CORPORATION IN ANY OTHER CAPACITY AND RECEIVING REASONABLE
COMPENSATION FOR ANY SUCH SERVICES.

ARTICLE IV

OFFICERS AND AGENTS

4.1 NUMBER AND QUALIFICATION. THE OFFICERS OF THE CORPORATION SHALL BE CHOSEN BY THE BOARD AND SHALL INCLUDE A PRESIDENT, TREASURER AND CLERK. THE BOARD MAY ALSO CHOOSE A CHAIRPERSON, ONE OR MORE VICE CHAIRPERSONS, VICE PRESIDENTS, ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. AN OFFICER NEED NOT BE A BOARD MEMBER. TWO OR MORE OFFICES

MAY BE HELD BY THE SAME PERSON. THE CLERK SHALL BE A RESIDENT OF RHODE ISLAND UNLESS THE CORPORATION HAS A RESIDENT AGENT DULY APPOINTED FOR THE PURPOSE OF SERVICE OF PROCESS.

4.2 ELECTION. EXCEPT AS PROVIDED IN SECTION 3.12 OF THIS ARTICLE, THE PRESIDENT, ALL VICE PRESIDENTS, THE TREASURER, AND THE CLERK SHALL BE ELECTED ANNUALLY BY THE DIRECTORS AT THEIR FIRST MEETING FOLLOWING THE ANNUAL MEETING OF THE DIRECTORS. OTHER OFFICERS, IF ANY, MAY BE ELECTED BY THE DIRECTORS AT ANY TIME.

4.3 TENURE. EXCEPT AS OTHERWISE PROVIDED BY LAW, BY THE ARTICLES OF ORGANIZATION, OR BY THESE BYLAWS, THE PRESIDENT, ALL VICE PRESIDENTS, THE TREASURER, THE CLERK, AND EACH OTHER OFFICER OF THE CORPORATION SHALL EACH HOLD OFFICE UNTIL THE FIRST MEETING OF THE DIRECTORS FOLLOWING THE NEXT ANNUAL MEETING OF THE DIRECTORS AND UNTIL SUCH OFFICER'S SUCCESSOR IS CHOSEN AND QUALIFIED, UNLESS A SHORTER PERIOD SHALL HAVE BEEN SPECIFIED BY THE TERMS OF SUCH OFFICER'S ELECTION OR APPOINTMENT, OR IN EACH CASE UNTIL SUCH OFFICER SOONER DIES, RESIGNS, IS REMOVED, OR BECOMES DISQUALIFIED.

4.4 CHAIRPERSON OF THE BOARD OF DIRECTORS. IF A CHAIRPERSON OF THE BOARD OF DIRECTORS IS ELECTED BY THE BOARD OF DIRECTORS, SUCH CHAIRPERSON SHALL PRESIDE AT ALL MEETINGS OF THE DIRECTORS, EXCEPT AS THE DIRECTORS SHALL OTHERWISE DETERMINE, AND SHALL HAVE SUCH OTHER POWERS AND DUTIES AS DETERMINED BY THE DIRECTORS.

4.5 PRESIDENT AND VICE PRESIDENTS. THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND, SUBJECT TO THE DIRECTION OF THE DIRECTORS, SHALL HAVE GENERAL CHARGE AND SUPERVISION OF THE AFFAIRS OF THE CORPORATION, SHALL SEE THAT ORDERS AND RESOLUTIONS OF THE DIRECTORS ARE CARRIED INTO EFFECT, AND SHALL MAKE ALL DECISIONS AND PERFORM ALL ACTS NECESSARY TO THE CONDUCT OF THE CORPORATION BETWEEN MEETINGS OF THE DIRECTORS. THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE DIRECTORS AND, IF NO CHAIRPERSON OF THE BOARD OF DIRECTORS IS

PRESENT, AT ALL MEETINGS OF THE DIRECTORS, EXCEPT AS THE DIRECTORS OTHERWISE DETERMINE.

THE VICE PRESIDENT OR VICE PRESIDENTS, IF ANY, SHALL HAVE SUCH DUTIES AND POWERS AS THE DIRECTORS SHALL DETERMINE. THE VICE PRESIDENT, OR FIRST VICE PRESIDENT IF THERE IS MORE THAN ONE, SHALL HAVE AND MAY EXERCISE ALL THE POWERS AND DUTIES OF THE PRESIDENT DURING THE ABSENCE OF THE PRESIDENT OR IN THE EVENT OF THE PRESIDENT'S INABILITY TO ACT.

4.6 TREASURER. THE TREASURER SHALL BE THE CHIEF FINANCIAL OFFICER AND THE CHIEF ACCOUNTING OFFICER OF THE CORPORATION. THE TREASURER, SUBJECT TO THE DIRECTION OF THE DIRECTORS, SHALL BE IN CHARGE OF GENERAL FINANCIAL AFFAIRS, FUNDS, SECURITIES, AND VALUABLE PAPERS OF THE CORPORATION AND SHALL KEEP FULL AND ACCURATE RECORDS THEREOF, SHALL BE IN CHARGE OF THE CORPORATION'S BOOKS OF ACCOUNT AND ACCOUNTING RECORDS, AND OF THE CORPORATION'S ACCOUNTING PROCEDURES. THE TREASURER SHALL ALSO HAVE SUCH OTHER DUTIES AND POWERS AS DESIGNATED BY THE DIRECTORS OR THE PRESIDENT.

4.7 CLERK. THE CLERK SHALL RECORD AND MAINTAIN RECORDS OF ALL PROCEEDINGS OF THE DIRECTORS IN A BOOK OR SERIES OF BOOKS KEPT FOR THAT PURPOSE, WHICH BOOK OR BOOKS SHALL BE AVAILABLE AT ALL REASONABLE TIMES TO THE INSPECTION OF ANY DIRECTOR FOR ANY PROPER PURPOSES, BUT NOT TO SECURE A LIST OF DIRECTORS OR OTHER INFORMATION FOR THE PURPOSE OF SELLING LISTS OR INFORMATIONAL COPIES THEREOF OR OF USING THE SAME FOR A PURPOSE OTHER THAN IN THE INTEREST OF THE APPLICANT, AS A DIRECTOR, RELATIVE TO THE AFFAIRS OF THE CORPORATION. SAID BOOKS NEED NOT BE KEPT IN THE SAME OFFICE. SUCH BOOK OR BOOKS SHALL ALSO CONTAIN

(I) RECORDS OF ALL MEETINGS OF THE INCORPORATORS,

(II) COPIES OF THE ARTICLES OF ORGANIZATION AND BYLAWS, AND

(III) THE NAMES AND ADDRESSES OF ALL DIRECTORS.

IF THE CLERK IS ABSENT FROM ANY MEETING OF DIRECTORS, A TEMPORARY CLERK CHOSEN AT THE MEETING SHALL EXERCISE THE DUTIES OF THE CLERK AT THE MEETING.

4.8 OTHER OFFICERS. THE BOARD OF DIRECTORS MAY ELECT OTHER OFFICERS, IN ADDITION TO THOSE NAMED HEREINABOVE, INCLUDING, WITHOUT LIMITATION, ONE OR MORE ASSISTANT VICE PRESIDENTS, ASSISTANT TREASURERS, OR ASSISTANT CLERKS. SUCH OFFICERS SHALL HAVE SUCH DUTIES AND POWERS AS SHALL BE DESIGNATED FROM TIME TO TIME BY THE BOARD OF DIRECTORS OR THE PRESIDENT AND THEY SHALL BE RESPONSIBLE TO AND SHALL REPORT TO THE PRESIDENT OR TO SUCH OTHER OFFICER AS THE PRESIDENT OR THE BOARD OF DIRECTORS SHALL

DESIGNATE. IN ADDITION, UNLESS OTHERWISE DETERMINED BY THE BOARD OF DIRECTORS OR THE PRESIDENT, ALL ASSISTANT VICE PRESIDENTS, ASSISTANT TREASURERS, AND ASSISTANT CLERKS SHALL HAVE THE DUTIES AND POWERS HEREINABOVE SET FORTH AND GRANTED TO THE VICE PRESIDENT, TREASURER, AND CLERK, RESPECTIVELY.

4.9 ADDITIONAL POWERS AND DUTIES. EACH OFFICER SHALL, SUBJECT TO THESE BYLAWS AND TO ANY APPLICABLE PROVISIONS OF LAW AND THE ARTICLES OF ORGANIZATION, HAVE, IN ADDITION TO THE DUTIES SPECIFICALLY SET FORTH IN THESE BYLAWS, SUCH DUTIES AND POWERS AS ARE CUSTOMARILY INCIDENT TO SUCH OFFICER'S OFFICE AND SUCH ADDITIONAL DUTIES AND POWERS AS THE DIRECTORS MAY FROM TIME TO TIME DESIGNATE.

4.10 REMOVAL. AN OFFICER MAY BE REMOVED WITH OR WITHOUT CAUSE BY VOTE OF A MAJORITY OF DIRECTORS THEN IN OFFICE AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE OR AT ANY REGULAR MEETING. AN OFFICER MAY BE REMOVED WITH CAUSE ONLY AFTER REASONABLE NOTICE AND OPPORTUNITY TO BE HEARD.

4.11 RESIGNATION. AN OFFICER MAY RESIGN BY DELIVERING SUCH OFFICER'S WRITTEN RESIGNATION TO THE PRESIDENT, TREASURER, OR CLERK OF THE CORPORATION, TO A MEETING OF THE DIRECTORS, OR TO THE CORPORATION AT ITS PRINCIPAL OFFICE. SUCH RESIGNATION SHALL BE EFFECTIVE UPON RECEIPT (UNLESS SPECIFIED TO BE EFFECTIVE AT SOME OTHER TIME), AND ACCEPTANCE THEREOF SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE UNLESS IT SO STATES.

4.12 VACANCIES. NOTWITHSTANDING THE PROVISIONS OF SECTION 3.2 OF THIS ARTICLE, IF THE OFFICE OF ANY OFFICER BECOMES VACANT, THE DIRECTORS MAY ELECT A SUCCESSOR AT ANY MEETING OF THE DIRECTORS. EACH SUCH SUCCESSOR SHALL HOLD OFFICE FOR THE UNEXPIRED TERM, AND, IN THE CASE OF THE PRESIDENT, TREASURER, AND CLERK, UNTIL SUCH OFFICER'S SUCCESSOR IS ELECTED AND QUALIFIED, OR IN EACH CASE UNTIL SUCH OFFICER SOONER DIES, RESIGNS, IS REMOVED, OR BECOMES DISQUALIFIED.

4.13 COMPENSATION. AN OFFICER SHALL BE ENTITLED TO RECEIVE REASONABLE COMPENSATION FOR SERVICES IF SO DETERMINED BY THE BOARD OF DIRECTORS AND IN SUCH AMOUNTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE. OFFICERS SHALL NOT BE PRECLUDED FROM SERVING THE CORPORATION IN ANY OTHER CAPACITY AND RECEIVING REASONABLE COMPENSATION FOR ANY SUCH SERVICES IN SUCH AMOUNTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

ARTICLE V

EXECUTION OF PAPERS

EXCEPT AS PROVIDED BY LAW OR IN THE ARTICLES OF ORGANIZATION OR AS THE DIRECTORS MAY GENERALLY OR IN PARTICULAR CASES AUTHORIZE THE EXECUTION THEREOF IN SOME OTHER MANNER, ALL DEEDS, LEASES, TRANSFERS, CONTRACTS, BONDS, NOTES, RELEASES, CHECKS, DRAFTS, AND OTHER DOCUMENTS OR

INSTRUMENTS TO BE EXECUTED ON BEHALF OF THE CORPORATION MAY BE SIGNED BY THE PRESIDENT, BY ANY VICE PRESIDENT, OR BY THE TREASURER.

ANY RECORDABLE INSTRUMENT PURPORTING TO AFFECT AN INTEREST IN REAL ESTATE, EXECUTED IN THE NAME OF THE CORPORATION BY TWO OF ITS OFFICERS, OF WHOM ONE IS THE PRESIDENT OR A VICE PRESIDENT AND THE OTHER OF WHOM IS THE TREASURER OR AN ASSISTANT TREASURER, SHALL BE BINDING ON

THE CORPORATION IN FAVOR OF A PURCHASER OR OTHER PERSON RELYING IN GOOD FAITH ON SUCH INSTRUMENT NOTWITHSTANDING ANY INCONSISTENT PROVISIONS OF THE ARTICLES OF ORGANIZATION, THESE BYLAWS, OR RESOLUTIONS OR VOTES OF THE CORPORATION.

ARTICLE VI

PERSONAL LIABILITY

IT IS INTENDED THAT THE INCORPORATORS, DIRECTORS, AND OFFICERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY, OR OBLIGATION OF THE CORPORATION AND THAT ALL PERSONS, CORPORATIONS, OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIM AGAINST, THE CORPORATION, MAY LOOK ONLY TO THE FUNDS AND PROPERTY OF THE CORPORATION FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM, OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT, OR DECREE, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE CORPORATION. NOTHING CONTAINED IN THESE BYLAWS SHALL AMEND, ALTER, OR IMPAIR ANY PROVISION CONTAINED IN THE ARTICLES OF ORGANIZATION RELATING TO LIMITATIONS OF LIABILITY OF DIRECTORS OR OFFICERS OF THE CORPORATION TO THE CORPORATION.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501 (C)

(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, IS NOT ADVERSELY AFFECTED THEREBY, ANY PERSON OR CLASS OF PERSONS (AND SUCH PERSON'S OR CLASS OF PERSONS' HEIRS AND LEGAL REPRESENTATIVES) (I) WHO SHALL BE, OR SHALL AT ANY TIME HAVE BEEN, A DIRECTOR OR OFFICER OF THE CORPORATION OR

(II) WHOM THE DIRECTORS BY THEIR VOTE SHALL DESIGNATE AMONG (A) THOSE WHO SHALL AT ANY TIME BE OR HAVE BEEN AN EMPLOYEE OR AGENT OF THE CORPORATION

(B) THOSE WHO, AT THE REQUEST OF THE CORPORATION, SHALL SERVE OR HAVE SERVED AS AN INCORPORATOR, DIRECTOR, TRUSTEE, OFFICER, EMPLOYEE, AGENT OR

MEMBER OF ANY OTHER CORPORATION, TRUST, ASSOCIATION, FIRM OR OTHER ORGANIZATION, OR (C) THOSE WHO SHALL SERVE OR HAVE SERVED AT THE CORPORATION'S REQUEST IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN (ALL OF THE PERSONS DESCRIBED IN THIS CLAUSE (II) BEING REFERRED TO INDIVIDUALLY AND WITHOUT DISTINCTION AS A "DESIGNATED PERSON"), SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL LIABILITIES, COSTS, AND EXPENSES REASONABLY INCURRED BY, OR IMPOSED UPON,

HIM OR HER IN CONNECTION WITH, ARISING OUT OF, OR AS A RESULT OF ANY CLAIM, ACTION, SUIT, OR OTHER PROCEEDING (WHETHER BROUGHT BY OR IN THE RIGHT OF THE CORPORATION OR SUCH OTHER CORPORATION, TRUST, ASSOCIATION,

FIRM, PLAN, OR OTHERWISE), CIVIL OR CRIMINAL, OR IN CONNECTION WITH AN APPEAL RELATING THERETO, IN WHICH HE OR SHE MAY BE OR BECOME INVOLVED OR

WITH WHICH HE OR SHE MAY BE THREATENED, AS A PARTY, WITNESS, OR OTHERWISE, BY REASON OF HIS OR HER BEING OR HAVING BEEN SUCH A DIRECTOR,

OFFICER, OR DESIGNATED PERSON, OR BY REASON OF ANY ALLEGED ACTION TAKEN

OR OMISSION MADE BY HIM OR HER IN ANY SUCH CAPACITY, WHETHER OR NOT HE OR

SHE SHALL BE SUCH DIRECTOR, OFFICER, OR DESIGNATED PERSON AT THE TIME ANY

SUCH LIABILITY, COST, OR EXPENSE IS INCURRED BY, OR IMPOSED UPON, HIM OR HER, PROVIDED SUCH PERSON SHALL NOT BE ENTITLED TO INDEMNIFICATION TO THE

EXTENT PROHIBITED BY APPLICABLE LAW IN EFFECT FROM TIME TO TIME, OR TO THE EXTENT, IN ANY CRIMINAL ACTION OR PROCEEDING, HE OR SHE SHALL HAVE BEEN DETERMINED TO HAVE HAD NO REASONABLE CAUSE TO BELIEVE THAT HIS OR HER CONDUCT WAS LAWFUL.

THE EXTENT OF THE RIGHTS OF INDEMNIFICATION, AS HEREINABOVE SET FORTH, SHALL INCLUDE, WITHOUT LIMITATION, ALL LIABILITIES, COSTS, AND EXPENSES OF DEFENDING, COMPROMISING, OR SETTling ANY SUCH CLAIM, ACTION,

SUIT, OR OTHER PROCEEDING, AND THE SATISFACTION OF ANY JUDGMENT OR DECREE

ENTERED OR RENDERED THEREIN, INCLUDING THE PAYMENT OF FINES OR PENALTIES

IMPOSED IN CRIMINAL ACTIONS OR PROCEEDINGS. EXCEPT AS HEREINABOVE PROVIDED, ANY SUCH DIRECTOR, OFFICER, OR DESIGNATED PERSON REFERRED TO HEREIN WHO HAS BEEN WHOLLY SUCCESSFUL, ON THE MERITS OR OTHERWISE,

WITH RESPECT TO ANY CLAIM, SUIT, OR PROCEEDING OF THE CHARACTER DESCRIBED HEREIN SHALL BE ENTITLED TO SUCH INDEMNIFICATION AS IS HEREINABOVE PROVIDED AS OF RIGHT.

IN THE EVENT THAT ANY SUCH CLAIM, ACTION, SUIT, OR OTHER PROCEEDING SHALL BE COMPROMISED OR SETTLED, BY CONSENT DECREE OR OTHERWISE, SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON SHALL ALSO BE ENTITLED TO SUCH INDEMNIFICATION AS OF RIGHT, PROVIDED, HOWEVER, THAT SUCH COMPROMISE OR SETTLEMENT SHALL FIRST HAVE BEEN APPROVED BY A VOTE OF

THE BOARD OF DIRECTORS, ACTING BY A QUORUM CONSISTING OF DIRECTORS WHO

ARE NOT PARTIES TO (OR WHO HAVE BEEN WHOLLY SUCCESSFUL WITH RESPECT TO)

SUCH CLAIM, ACTION, SUIT, OR OTHER PROCEEDING.

IN ALL OTHER INSTANCES, SUCH INDEMNIFICATION BY THE CORPORATION SHALL BE MADE SOLELY AT THE DISCRETION OF THE CORPORATION, BUT ONLY IF (1) THE BOARD OF DIRECTORS, ACTING BY A QUORUM CONSISTING OF DIRECTORS WHO ARE NOT PARTIES TO (OR WHO HAVE BEEN WHOLLY SUCCESSFUL WITH RESPECT

TO) SUCH CLAIM, ACTION, SUIT, OR OTHER PROCEEDING, SHALL FIND THAT SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON HAS MET THE STANDARDS OF CONDUCT

REQUIRED BY LAW OR OTHERWISE SET FORTH IN THIS ARTICLE VI, (2)

INDEPENDENT LEGAL COUNSEL SHALL DELIVER TO THE CORPORATION THEIR WRITTEN

ADVICE THAT, IN THEIR OPINION, SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON HAS MET SUCH STANDARDS OR (3) THE MEMBERS OF THE CORPORATION ENTITLED TO VOTE SHALL VOTE THAT SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON HAS MET SUCH STANDARDS.

THE TERMINATION OF ANY CLAIM, ACTION, SUIT, OR PROCEEDING, CIVIL OR CRIMINAL, BY JUDGMENT, SETTLEMENT (WHETHER WITH OR WITHOUT COURT APPROVAL) OR CONVICTION OR UPON

A PLEA OF GUILTY OR OF NOLO CONTENDERE, OR ITS EQUIVALENT, SHALL NOT CREATE A PRESUMPTION THAT SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON DID

NOT MEET THE STANDARDS OF CONDUCT HEREINABOVE SET FORTH AS ENTITLING HIM

OR HER TO INDEMNIFICATION. EXPENSES INCURRED WITH RESPECT TO ANY SUCH CLAIM, ACTION, SUIT, OR OTHER PROCEEDING SHALL BE ADVANCED BY THE CORPORATION PRIOR TO THE FINAL DISPOSITION THEREOF UPON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE RECIPIENT TO REPAY SUCH AMOUNT IF IT SHALL ULTIMATELY BE ADJUDICATED THAT HE OR SHE IS NOT ENTITLED TO INDEMNIFICATION HEREUNDER, WHICH UNDERTAKING SHALL BE ACCEPTED WITHOUT

REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT. EACH PERSON WHO SHALL AT ANY TIME SERVE AS SUCH DIRECTOR, OFFICER OR DESIGNATED PERSON SHALL BE DEEMED SO TO SERVE IN RELIANCE UPON THE PROVISIONS HEREINABOVE SET FORTH, WHICH PROVISIONS SHALL BE IN ADDITION TO ANY OTHER RIGHTS OF INDEMNIFICATION TO WHICH SUCH PERSON MAY BE ENTITLED PURSUANT TO CONTRACT OR TO VALID AND APPLICABLE LAW, SHALL BE SEPARABLE AND ENFORCED TO THE EXTENT PERMITTED BY VALID AND APPLICABLE

LAW, AND SHALL INURE TO THE BENEFIT OF THE LEGAL REPRESENTATIVES OF SUCH

PERSON. IN RESPECT OF ANY PERIOD DURING WHICH THE CORPORATION IS
A WHOLLY-OWNED SUBSIDIARY OF A CORPORATION, THE ARTICLES OF
ORGANIZATION
OR BYLAWS OF WHICH, AS AMENDED, MAKES PROVISION FOR THE
INDEMNIFICATION
OF A DIRECTOR, OFFICER OR DESIGNATED PERSON OF THIS CORPORATION,
INDEMNIFICATION SHALL BE MADE TO THE FULLEST EXTENT, IN THE MANNER AND
ON
THE TERMS PROVIDED FOR, AND AVAILABLE TO EACH DIRECTOR, OFFICER OR
DESIGNATED PERSON OF THIS CORPORATION TO WHOM SUCH PROVISION APPLIES,
IN
LIEU OF THE FOREGOING PROVISIONS OF THIS ARTICLE VI.
THE CORPORATION SHALL HAVE POWER TO PURCHASE AND MAINTAIN
INSURANCE ON BEHALF OF ANY PERSON WHO SHALL BE, OR WHO SHALL AT ANY
TIME
HAVE BEEN, A DIRECTOR, OFFICER, DESIGNATED PERSON, OR AN EMPLOYEE OR
AGENT OF THE CORPORATION, AGAINST ANY LIABILITY INCURRED BY HIM OR HER
IN
ANY SUCH CAPACITY, OR ARISING OUT OF HIS OR HER STATUS AS SUCH, WHETHER
OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY HIM OR HER
AGAINST SUCH LIABILITY.

ARTICLE VIII

AMENDMENTS

THESE BYLAWS MAY BE AMENDED OR REPEALED UPON THE AFFIRMATIVE VOTE
OF TWO-THIRDS OF THE DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE
SUBSTANCE OF ANY SUCH AMENDMENT IS STATED IN THE NOTICE OF THE MEETING
OF
DIRECTORS.

ARTICLE IX

PROVISIONS OF LAW

THESE BYLAWS SHALL BE SUBJECT TO SUCH PROVISIONS OF THE STATUTORY
AND COMMON LAW OF THE STATE OF RHODE ISLAND AS MAY BE APPLICABLE TO
CORPORATIONS ORGANIZED UNDER THE GENERAL CORPORATION LAW OF RHODE
ISLAND.
REFERENCES HEREIN TO PROVISIONS OF LAW SHALL BE DEEMED TO BE
REFERENCES
TO THE AFORESAID PROVISIONS OF LAW. ALL REFERENCES IN THESE BYLAWS TO
SUCH PROVISIONS OF LAW SHALL BE CONSTRUED TO REFER TO SUCH PROVISIONS
AS
FROM TIME TO TIME AMENDED.

ARTICLE X

ARTICLES OF ORGANIZATION

THESE BYLAWS SHALL BE SUBJECT TO THE ARTICLES OF ORGANIZATION OF THE CORPORATION. ALL REFERENCES IN THESE BYLAWS TO THE ARTICLES OF ORGANIZATION SHALL BE CONSTRUED TO MEAN THE ARTICLES OF ORGANIZATION OF THE CORPORATION AS FROM TIME TO TIME AMENDED OR RESTATED.

ARTICLE XI

MISCELLANEOUS

11.1 TRANSACTION WITH CORPORATION. NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, TRUST, OR OTHER ORGANIZATION IN WHICH ONE OR MORE OF ITS DIRECTORS OR OFFICERS ARE DIRECTORS, OFFICERS, STOCKHOLDERS, TRUSTEES, OR HAVE A FINANCIAL INTEREST, SHALL BE VOID OR VOIDABLE SOLELY FOR THIS REASON, OR SOLELY BECAUSE THE DIRECTOR OR OFFICER IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF WHICH AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR HER VOTES ARE COUNTED FOR SUCH PURPOSES, IF:

A. THE MATERIAL FACTS AS TO HIS OR HER RELATIONSHIP OR INTEREST AND AS TO THE CONTRACT OR TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR THE COMMITTEE, AND THE BOARD OF DIRECTORS OR COMMITTEE IN

GOOD FAITH AUTHORIZES THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTE OF A MAJORITY OF A DISINTERESTED DIRECTORS, EVEN THOUGH THE DISINTERESTED DIRECTORS BE FEWER THAN A QUORUM; OR

B. THE MATERIAL FACTS AS TO HIS OR HER RELATIONSHIP OR INTEREST AND AS TO THE CONTRACT OR TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE DIRECTORS ENTITLED TO VOTE THEREON OR THE CONTRACT OR TRANSACTION IS SPECIFICALLY APPROVED IN GOOD FAITH BY VOTE OF THE DIRECTORS; OR

C. THE CONTRACT OR TRANSACTION IS FAIR AS TO THE CORPORATION AS OF THE TIME IT IS AUTHORIZED, APPROVED OR RATIFIED BY THE BOARD OF DIRECTORS, OR A COMMITTEE THEREOF.

11.2 RATIFICATION. ANY TRANSACTION QUESTIONED ON THE GROUND OF LACK OF AUTHORITY, DEFECTIVE OR IRREGULAR EXECUTION, ADVERSE INTEREST OF A DIRECTOR OR OFFICER, FOR NON-DISCLOSURE, MISCOMPUTATION, OR THE APPLICATION OF IMPROPER PRINCIPLES OR PRACTICES OF ACCOUNTING, OR ON ANY OTHER GROUNDS, MAY BE RATIFIED BEFORE OR AFTER JUDGMENT BY THE BOARD OF

DIRECTORS ENTITLED TO VOTE; AND, IF SO RATIFIED, SHALL HAVE THE SAME FORCE AND EFFECT AS IF THE QUESTIONED TRANSACTION HAD BEEN ORIGINALLY DULY AUTHORIZED, AND SUCH RATIFICATION SHALL BE BINDING UPON THE CORPORATION AND SHALL CONSTITUTE A BAR TO ANY CLAIM OR EXECUTION OF ANY JUDGMENT IN RESPECT OF SUCH QUESTIONED TRANSACTION.

11.3 RELIANCE ON RECORDS. IN PERFORMING HIS OR HER DUTIES, A DIRECTOR, OFFICER, OR INCORPORATOR OF THE CORPORATION SHALL BE ENTITLED TO RELY ON INFORMATION, OPINIONS, REPORTS, OR RECORDS, INCLUDING FINANCIAL STATEMENTS, BOOKS OF ACCOUNT, AND OTHER FINANCIAL RECORDS, IN EACH CASE PRESENTED BY OR PREPARED BY OR UNDER THE SUPERVISION OF (1) ONE OR MORE OFFICERS OR EMPLOYEES OF THE CORPORATION WHOM THE DIRECTOR, OFFICER OR INCORPORATOR REASONABLY BELIEVES TO BE RELIABLE AND COMPETENT IN THE MATTERS PRESENTED, (2) COUNSEL, PUBLIC ACCOUNTANTS, OR OTHER PERSONS AS TO MATTERS WHICH THE DIRECTOR, OFFICER, OR INCORPORATOR REASONABLY BELIEVES TO BE WITHIN SUCH PERSON'S PROFESSIONAL OR EXPERT COMPETENCE, OR (3) IN THE CASE OF A DIRECTOR, A DULY CONSTITUTED COMMITTEE OF THE BOARD OF DIRECTORS UPON WHICH HE OR SHE HAS NOT SERVED, AS TO MATTERS WITHIN ITS DELEGATED AUTHORITY, WHICH COMMITTEE THE DIRECTOR REASONABLY BELIEVES TO MERIT CONFIDENCE, BUT HE OR SHE SHALL NOT BE CONSIDERED TO BE ACTING IN GOOD FAITH IF HE OR SHE HAS KNOWLEDGE CONCERNING THE MATTER IN QUESTION THAT WOULD CAUSE SUCH RELIANCE TO BE UNWARRANTED. THE FACT THAT A DIRECTOR, OFFICER, OR INCORPORATOR SO PERFORMED HIS OR HER DUTIES SHALL BE A COMPLETE DEFENSE TO ANY CLAIM ASSERTED AGAINST HIM OR HER UNDER ANY PROVISION OF LAW OR OTHERWISE, EXCEPT AS EXPRESSLY PROVIDED BY STATUTE, BY REASON OF HIS OR HER BEING OR HAVING BEEN A DIRECTOR, OFFICER, OR INCORPORATOR OF THE CORPORATION.

11.4 CORPORATE RECORDS. THE ORIGINAL OR ATTESTED COPIES OF THE ARTICLES OF ORGANIZATION, THESE BYLAWS AND RECORDS OF ALL MEETINGS MAINTAINED BY THE CLERK OF THE CORPORATION, SHALL BE KEPT IN RHODE ISLAND AT THE PRINCIPAL OFFICE OF THE CORPORATION OR AT THE OFFICE OF THE CLERK OR THE RESIDENT AGENT OF THE CORPORATION. SUCH COPIES AND RECORDS NEED NOT ALL BE KEPT IN THE SAME OFFICE.

* * *

ARTICLE V

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

No. and Street: 7 OYSTER POINT
City or Town: WARREN

State: RI

Zip: 02885

The name of its initial registered agent at such address is LINTON A. FLUCK, III

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3
and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	SAMUEL CASPERSEN	1111 PARK AVENUE, #4D NEW YORK, NY 10128 USA
DIRECTOR	MURRAY DANFORTH	17 LLOYD LANE PROVIDENCE, RI 02906 USA
DIRECTOR	ROBERT FAR	PO BOX 756 REDDING, CT 06896 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	JEFF GOLDMAN	11 LITTLE'S POINT ROAD SWAMPSCOTT, MA 01907 USA

ARTICLE VIII

Date when corporate existence is to begin 01/01/2021
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 21 Day of December, 2020 at 8:06:02 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.

JEFF GOLDMAN

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:

December 21, 2020 08:02 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

