

Filing Fee: \$35.00

ID Number:

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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

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 The Shannock Memorial Hall 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:
Corporation is organized exclusively for charitable, educational, or scientific
purposes, including raising funds for the construction, maintenance, and operation
of Shannock Memorial Hall, a publicly owned building, which is to be built on public land
in Richmond, Rhode Island to memorialize those who have served this community in a
military or civilian capacity. The building will serve as a place for gatherings, for
social, physical or intellectual recreation and enlightenment; as a local history library
and archives; and for other public or charitable activities for the benefit of the
community.
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 attached restriction prohibiting private inurement

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4: 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the corporation is then located exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

5. The address of the initial registered office of the corporation is 28 Caswell Street
(Street Address, not P.O. Box)
Narragansett, RI 02882, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Terrence G. Simpson
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four (4)
(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>Frank S. Angell</u>	<u>265 Richmond Town House Road, Carolina, RI 02812</u>
<u>Sanford Neuschatz</u>	<u>P.O. Box 286, Shannock, RI 02875</u>
<u>Francis Flynn</u>	<u>451 Kings Factory Road, Charlestown, RI 02813</u>
<u>Steven Anderson</u>	<u>59 Ross Hill Road, Charlestown, RI 02813</u>
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Frank S. Angell</u>	<u>265 Richmond Town House Road, Carolina, RI 02812</u>
<u>Sanford Neuschatz</u>	<u>P.O. Box 286, Shannock, RI 02875</u>
_____	_____
_____	_____
_____	_____

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)

Date: 6-15-05

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.

Frank S. Angell
Sanford Neuschatz

Signature of each Incorporator