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87065

State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

DUPLICATE

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 Newport County Development Council

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

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

The Corporation is organized exclusively for charitable educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and specifically to identify, develop, operate, fund, support, promote and encourage charitable educational, and scientific programs and projects which are approved by the Newport County Chamber of Commerce and which support the Chamber's Program of Work in order to enhance and stimulate commerce, trade, business, the professions and the quality of life in Newport County.

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)

See Exhibit A.

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FIFTH: The address of the initial registered office of the corporation is 45 Valley Road  
Middletown, RI 02842 (add Zip Code),  
and the name of its initial registered agent at such address is: Keith W. Stokes

SIXTH: 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:

Name	Address
See list attached	
Exhibit B	

SEVENTH: The name and address of each incorporator is:

Name	Address
William R. Harvey	194 Third Beach Road Middletown, RI 02842
Keith W. Stokes	45 Valley Road Middletown, RI 02842
Roger D. Grady	267 Green End Avenue Middletown, RI 02842

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): December 1, 1995

Dated November 7, 1995

William R. Harvey  
Roger D. Grady  
Keith W. Stokes  
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.

EXHIBIT A

This Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any officer or director (except that reasonable compensation may be paid for services rendered to and for the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of the court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the meaning of Section 501(c)(3).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on:

- (1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; or

(2) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Exhibit B

William R. Harvey  
194 Third Beach Road  
Middletown, RI 02842

Keith W. Stokes  
45 Valley Road  
Middletown, RI 02842

Roger D. Grady  
267 Green End Avenue  
Middletown, RI 02842