

State of Rhode Island and Providence Plantations

SUBSIDIARY PUBLIC CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a subsidiary public corporation pursuant to the provisions of §42-64-7.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation (hereinafter "the Corporation"):

1. The name of the Corporation is: Quonset Point Facility Corporation.

2. The Corporation is a public corporation of the State of Rhode Island and Providence Plantations (hereinafter "the State") having a distinct legal existence from the State and not constituting a department of state government, which is a governmental agency and public instrumentality of the State.

3. The period of its duration is perpetual.

4. (a) The purpose or purposes for which the Corporation is organized is: acquiring, constructing, rehabilitating, renovating, improving, developing, maintaining, operating and disposing of real or personal property (by whomever owned) within and throughout the State of Rhode Island and Providence Plantations for the following: (i) with respect to federal land or land related thereto, for any port project, and (ii) with respect to real property other than federal land, for any port project, except a residential facility or a civic facility.

(b) The Corporation shall have all the powers, privileges, rights, immunities, tax exemptions and other exemptions of Rhode Island Port Authority and Economic Development Corporation, a public corporation duly authorized, created and established pursuant to the provisions of Chapter 42-64 of the General Laws, 1956, as amended (hereinafter "the Port Authority"), except as provided herein. The number of and persons constituting the initial Board of Directors (who shall serve at the pleasure of the Board of Directors of the Port Authority) shall be as set forth in these Articles of Incorporation. Thereafter, the number of the Board of Directors may be varied from time to time by the Board of Directors of the Port Authority and the members thereof shall be appointed by the Board of Directors of the Port Authority to serve at its pleasure. The Corporation shall not have the condemnation power contained in §42-64-9 of the General Laws, 1956, as amended; nor shall it have the powers contained in, or otherwise be subject to the provisions of §42-64-12 and §42-64-13(a) of the General Laws, 1956, as amended; and any bonds or notes issued by the

Corporation and the income (including gain from sale or exchange) therefrom shall be subject to taxation by the state and by the municipalities and political subdivisions of the state the provisions of §42-64-20(b) of the General Laws, 1956, as amended, to the contrary notwithstanding.

(c) The Corporation is a subsidiary public corporation of the Port Authority, and any distributions of income or of capital, including distributions made in connection with the liquidation or upon the dissolution of the Corporation, shall be made solely to the Port Authority.

5. The number of directors constituting the initial board of directors of the Corporation is three and their names and business addresses are:

Philip W. Noel
Governor
State House
Providence, Rhode Island 02903

Edward L. Maggiacomo
Adler, Pollock & Sheehan, Incorporated
2300 Hospital Trust Tower
Providence, Rhode Island 02903

James O. Roberson
Rhode Island Port Authority and Economic Development
Corporation
One Weybosset Hill
Providence, Rhode Island 02903.

6. The name and business address of the person preparing these articles of incorporation is:

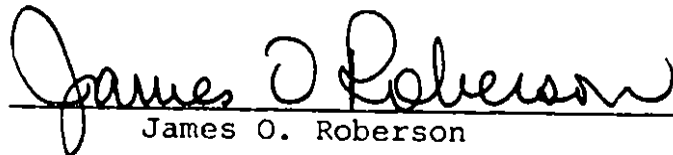
James O. Roberson
Rhode Island Port Authority and Economic Development
Corporation
One Weybosset Hill
Providence, Rhode Island 02903.

7. The date when corporate existence shall begin is: Upon the issuance of a certificate of incorporation by the Secretary of State as provided by §42-64-7.1(b) of the General Laws, 1956, as amended.

8. The Corporation is created pursuant to a resolution duly adopted by the Board of Directors of the Port Authority on May 23, 1975.

9. All words and phrases which are used in these Articles of Incorporation and which are defined in Chapter 42-64 of the General Laws, 1956, as amended, shall have the meanings set forth therein.

Dated: November 13, 1975


James O. Roberson

No filing fee -
See Chapter 171
1975 Public Laws

QUONSET POINT FACILITY

CORPORATION

ORIGINAL ARTICLES OF
INCORPORATION

HINCKLEY, ALLEN, SALISBURY & PARSONS

COUNSELORS AT LAW

2200 INDUSTRIAL BANK BUILDING
PROVIDENCE, RHODE ISLAND

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