



**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 Protecting Our Rural Areas II

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO PRESERVE AND PROTECT THE RURAL AREAS OF COVENTRY, RHODE ISLAND FROM OVER-DEVELOPMENT AND TO UNDERTAKE ANY OTHER ACTIVITY THAT MAY BE LAWFULLY CARRIED OUT BY A CORPORATION FORMED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT, RHODE ISLAND GENERAL LAWS, SECTION 7-6-1 AS MAY BE AMENDED FROM TIME TO TIME AND CONSISTENT WITH THE BY-LAWS OF THE CORPORATION.

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:

A. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"). NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THE CORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE.

B. NO PART OF ANY NET INCOME OR EARNINGS OF THE CORPORATION UPON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, THE CORPORATION'S MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, AND UPON LIQUIDATION OR DISSOLUTION

ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO A §501(C)(3) ORGANIZATION. NOTWITHSTANDING THE FOREGOING, 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 3 HEREOF. THE CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA, OR OTHERWISE ATTEMPT 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 OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

C. THE POWER AND AUTHORITY TO CONDUCT BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BYLAWS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BYLAWS. THE BOARD OF DIRECTS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART.

D. TO THE FULLEST EXTENT AUTHORIZED UNDER THE GENERAL LAWS OF RHODE ISLAND, 1986, AS AMENDED, §7-6-6, OR ANY SUCCESSOR STATUTE, THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A MEMBER OF THE BOARD OF DIRECTORS OR AN OFFICER OF THE CORPORATION FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON FOR HIS OR HER HAVING BEEN, OR HEREAFTER BEING A MEMBER OF THE BOARD OF DIRECTORS OR AN OFFICER OF THE CORPORATION, OR BY REASON OF ANY ACTION

ALLEGED TO HAVE BEEN TAKEN OR OMITTED BY HIM OR HER AS SUCH A MEMBER OF THE BOARD OF DIRECTORS OR AN OFFICER OF THE CORPORATION, AND SHALL REIMBURSE SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM OR HER IN CONNECTION WITH ANY SUCH CLAIM OR LIABILITY; AND IF ALLOWED BY APPLICABLE STATUTE, THE CORPORATION MAY ADVANCE OR TO ANY SUCH PERSON FUNDS TO PAY EXPENSES FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM OR HER IN DEFENDING ANY SUCH CLAIM UPON RECEIPT OF AN UNDERTAKING TO REPAY SUCH AMOUNT UNLESS IT IS DETERMINED

THAT SUCH PERSON WAS NOT ENTITLED TO INDEMNIFICATION HEREUNDER; PROVIDED, HOWEVER, THAT NO SUCH PERSON SHALL BE INDEMNIFIED AGAINST, OR BE REIMBURSED FOR, ANY EXPENSE INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY ARISING OUT OF HIS OR HER GROSS NEGLIGENCE OR WILLFUL MISCONDUCT OR OTHERWISE PROHIBITED BY APPLICABLE RHODE ISLAND LAW.

ARTICLE V

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

No. and Street: 321 SOUTH MAIN STREET, SUITE 400

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is GREGORY TUMOLO, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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
Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country

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
DIRECTOR	BRYAN MANNI	370 MATTESON ROAD HOPE, RI 02831 USA
DIRECTOR	SHANE MCGRATH	748 TOWN FARM ROAD COVENTRY, RI 02816 USA
DIRECTOR	MATTHEW FELICE	216 MILE ROAD COVENTRY, RI 02816 USA
DIRECTOR	DARLENE TENNENT	74 ROCK PINE ROAD COVENTRY, RI 02816 USA
DIRECTOR	LORI RIZZO	710 MAPLE VALLEY ROAD COVENTRY, RI 02816 USA
INCORPORATOR	GREGORY TUMOLO ESQ.	321 SOUTH MAIN STREET, SUITE 400 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 26 Day of August, 2021 at 3:45:36 PM 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.

GREGORY TUMOLO, ESQ.

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:

August 26, 2021 03:45 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

