



**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 Sail to Win Inc.

ARTICLE II

The period of its duration is Perpetual —

ARTICLE III

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

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, AND WITHIN THE LIMITATIONS OF SUCH PURPOSES, EXCLUSIVELY TO HONOR AND EMPOWER WOUNDED VETERANS AND FIRST RESPONDERS WITH DISABILITIES BY TRAINING, EDUCATING, AND COMPETING IN SAILING COMPETITIONS AROUND THE GLOBE BY BRINGING ADAPTIVE AND ABLE-BODIED ATHLETES TOGETHER, CONDUCTING TRAINING EVENTS AND FACILITATING OPPORTUNITIES FOR TECHNOLOGY EXPERTS TO ASSIST SERVICE MEMBERS WITH SOLUTIONS THAT WILL HELP THEM BECOME HIGHLY COMPETITIVE IN SAILING, THEREBY INCREASING THEIR EVERY DAY QUALITY OF LIFE. WE COMPETE TO WIN.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY TRUSTEE, DIRECTOR OR OFFICER OF THE CORPORATION, OR ANY PRIVATE INDIVIDUAL (EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE CORPORATION), AND NO TRUSTEE, DIRECTOR, OR OFFICER OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY CORPORATE ASSETS ON DISSOLUTION OF THE CORPORATION.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION

(EXCEPT AS
OTHERWISE PROVIDED BY INTERNAL REVENUE CODE SECTION 501(H), OR
PARTICIPATING IN, OR INTERVENING IN (INCLUDING THE PUBLICATION OR
DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY
CANDIDATE FOR PUBLIC OFFICE).

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:

4.1. THERE SHALL BE NO MEMBERS OR SHAREHOLDERS AND THE AFFAIRS OF THE
CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS PURSUANT TO
THE BY-
LAWS ADOPTED BY THE BOARD.

4.2. THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT SUCH
TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON
UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE
CODE,

OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

4.3. THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS
DEFINED

IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING
SECTION OF ANY FUTURE FEDERAL TAX CODE.

4.5. THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS
DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR THE
CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

4.6. THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS
TO

SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR THE
CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

4.7. THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED
IN

SECTION 4945(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING
SECTION

OF ANY FUTURE FEDERAL TAX CODE.

4.8. IN THE EVENT OF DISSOLUTION, ALL OF THE REMAINING ASSETS AND PROPERTY

OF THE CORPORATION SHALL, AFTER NECESSARY EXPENSES THEREOF, BE
DISTRIBUTED

TO ANOTHER SUCH ORGANIZATION WHICH QUALIFIES UNDER SECTION 501(C) (3) OF
THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, AS THE DIRECTORS SHALL
CHOOSE, TO BE USED IN SUCH MANNER THAT WILL BEST ACCOMPLISH THE
GENERAL
PURPOSES FOR WHICH THIS CORPORATION WAS FORMED.

ARTICLE V

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

No. and Street: SAYER REGAN & THAYER, LLP

130 BELLEVUE AVENUE

City or Town: **NEWPORT**

State: RI

Zip: **02840**

The name of its initial registered agent at such address is **RICHARD N. SAYER, ESQ.**

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	MICHAEL PATTERSON	3 CONCORD DRIVE MIDDLETOWN, RI 02842 USA
DIRECTOR	AARON PATRICK ISAACSON	75 HARBOUR HEIGHTS ANNAPOLIS, MD 21401 USA
DIRECTOR	WHITNEY STEVENS CURTIN	35 GREEN STREET NEWPORT, RI 02840 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	RICHARD N. SAYER ESQ.	130 BELLEVUE AVENUE NEWPORT, RI 02840 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 9 Day of November, 2021 at 11:27:46 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.

RICHARD N. SAYER, ESQ.

Form No. 200
Revised 09/07