



**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 Music Museum

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

THIS CORPORATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES AS WELL AS FOR THE RESTORING AND HONORING THE MUSICAL ARTS IN DOWNTOWN NEWPORT, RHODE ISLAND. THIS CORPORATION MAY CONDUCT ANY LAWFUL ACTIVITIES THAT MAY BE NECESSARY, USEFUL, OR DESIRABLE FOR THE FURTHERANCE OF THE FOREGOING PURPOSES, WHETHER DIRECTLY OR INDIRECTLY, WHETHER ALONE OR IN CONJUNCTION WITH OTHER INDIVIDUALS OR ORGANIZATIONS. THIS CORPORATION SHALL BE AUTHORIZED TO RAISE FUNDS TO SUPPORT THOSE PURPOSES FROM PUBLIC AND PRIVATE SOURCES AND TO SPEND THOSE FUNDS IN FURTHERANCE OF ITS PURPOSES.

**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:

I) THE CORPORATION SHALL HAVE NO MEMBERS.  
II) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSON, 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 THESE ARTICLES. NO PART OF THE ACTIVITIES OF THE

CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING 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. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE OR (2) BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

III) UPON DISSOLUTION OF THE CORPORATION, ITS NET ASSETS SHALL BE DISTRIBUTED IN ACCORDANCE WITH THE PROVISIONS OF THE CORPORATION'S BYLAWS TO ONE OR MORE EXEMPT ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE CODE, FOR A PUBLIC PURPOSE, AND ANY NET ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IV) 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 CODE.

V) THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE.

VI) THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE.

VII) THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE.

VIII) THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

IX) NO DIRECTOR UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S DUTY AS A DIRECTOR, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH DIRECTOR FOR: (1) ANY BREACH OF SUCH DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (3) ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL

BENEFIT.

**ARTICLE V**

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

No. and Street: ADLER POLLOCK & SHEEHAN P.C.

49 BELLEVUE AVENUE

City or Town: NEWPORT

State: RI

Zip: 02840

The name of its initial registered agent at such address is JOHN D. RUSSELL, ESQUIRE

**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:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	CHRISTOPHER BENDER	30 GOLDEN HILL STREET NEWPORT, RI 02840 USA
DIRECTOR	PATRICK C. COYNE ESQUIRE	ADLER POLLOCK & SHEEHAN P.C. 1 CITIZENS PLAZA, 8TH FL PROVIDENCE, RI 02903 USA
DIRECTOR	DAVID CROWELL	75 OAK HILL ROAD NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	PAULA A. ALOIS CPA	155 PINELAWN ROAD, SUITE 220 NORTH MELVILLE, NY 11747 USA
DIRECTOR	JOHN D. RUSSELL ESQUIRE	ADLER POLLOCK & SHEEHAN P.C., 49 BELLEVUE AVENUE NEWPORT, RI 02840 USA

**ARTICLE VII**

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	JOHN D. RUSSELL ESQUIRE	ADLER POLLOCK & SHEEHAN P.C., 49 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 17 Day of November, 2021 at 1:11:10 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.**

JOHN D. RUSSELL, ESQUIRE

ADLER POLLOCK & SHEEHAN P.C.

49 BELLEVUE AVENUE

NEWPORT, RHODE ISLA

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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:

November 17, 2021 01:08 PM

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

Nellie M. Gorbea  
*Secretary of State*

