



State of Rhode Island
Department of State - Business Services Division

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Articles of Incorporation
DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: Oak Pond Homeowners Association, Inc.		
2. The period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: To acquire, hold, manage, maintain, and care of certain "association property" so as to operate as a "homeowners association" within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, and, to the extent not inconsistent with said purpose, such other lawful purposes for which a nonprofit corporation may be organized under the provisions of Chapter 6 of Title 7 of the Rhode Island General Laws.		
Check the box to indicate an attachment <input type="checkbox"/>		
4. Provisions, if any, not consistent 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: See Exhibit A attached hereto.		
Check the box to indicate an attachment <input checked="" type="checkbox"/>		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name DarrowEverett LLP		
Street Address (<u>NOT</u> a P.O. Box) One Turks Head Place, Suite 1200		
City Providence	State RHODE ISLAND	Zip Code 02903

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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6. The number of the initial Board of Directors of the Corporation is 3 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Corey J. Palumbo	117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886
Lindsay P. McGovern	117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886
Ryan A. Palumbo	117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886

Check the box to indicate an attachment

7. The name and address of each incorporator is:

NAME	ADDRESS
Kyle P. Palumbo	117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886

Check the box to indicate an attachment

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

- Date received (Upon filing)
- Later effective date (Date must be no more than 30 days from the date of filing) November 19, 2021

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Kyle P. Palumbo	Date <u>11-18-2021</u>
Signature of Incorporator 	
Type or Print Name of Incorporator	Date
Signature of Incorporator	
Type or Print Name of Incorporator	Date
Signature of Incorporator	

OAK POND HOMEOWNERS ASSOCIATION, INC.

EXHIBIT A

Additional provisions to the Articles of Incorporation of the Oak Pond Homeowners Association, Inc. (the "Corporation"):

(a) No Distributions. The Corporation is not organized for profit and no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, Directors (as defined below), Officers (as defined below), or other private persons 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 Article 3 of the articles of incorporation.

(b) No Personal Liability of Directors. A member of the Board of Directors of the Corporation (a "Director") shall not be personally liable to the Corporation or to its members for monetary damages for breach of any duty as a Director, except for liability (i) for any breach of any nonwaivable duty of loyalty of the Director to the Corporation or its members, or (ii) for acts or omissions not in good faith or which involve intentional misconduct, or (iii) for any transaction from which the Director derived an improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted or limited by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph (b) by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

(c) Board of Directors. The power and authority to conduct the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided by any of the following, each as from time to time in effect: applicable law that is nonwaivable; the Articles of Incorporation; or the Corporation's bylaws (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 proceeding thereof shall be as provided in the Bylaws. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by such number of Directors as would be entitled to cast the minimum number of votes which would be required to take such action at a meeting at which all Directors entitled to vote thereon were present. Such consent shall be filed with the minutes of the Board meetings and shall have the same effect for all purposes as if such action had been taken at a meeting of directors.

(d) No Personal Liability of Officers. An officer the Corporation (an "Officer") shall not be personally liable to the Corporation or to its members for monetary damages for breach of any duty as an Officer, except for liability (i) for any breach of any nonwaivable duty of loyalty of the Officer to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct, or (iii) for any transaction from which the Officer derived an improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability

of an Officer shall be eliminated or limited to the fullest extent permitted or limited by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph (d) by the Corporation shall not adversely affect any right or protection of an Officer of the Corporation existing at the time of such repeal or modification.

(e) Indemnification. In addition to the authority conferred upon the Corporation by section 7-6-6 of the Rhode Island Nonprofit Corporation Act, the Bylaws may, subject to the provisions of this paragraph (e), include such terms and conditions as the Board of Directors, in its sole discretion, determine appropriate, specifically including the authorization of the following:

(i) Payment, on behalf of a Director or Officer, for any loss or expenses arising from any claim or claims which are made against the Director or Officer (whether individually or jointly with other Directors or Officers) by reason of any covered act of the Director or Officer.

(ii) Coverage of a loss or expenses arising from any claims made against a Director or Officer no longer serving in an official capacity, the estate, heirs or legal representative of a deceased Director or Officer, or legal representative of an incompetent, insolvent or bankrupt Director or Officer, where the Director or Officer was a Director or Officer at the time the covered act upon which such claims are based occurred.

(iii) Advancement of expenses to a Director or Officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Director or Officer and based on the alleged commission by such Director or Officer of a covered act, subject to an undertaking by or on behalf of such Director or Officer to repay the same to the Corporation in the event indemnification is not permitted under this paragraph (e) and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Director or Officer. Notwithstanding the foregoing, provisions of the Bylaws authorized by this paragraph (e) may not indemnify a Director or Officer from and against any loss, and the Corporation shall not reimburse for any expenses, in connection with any claim or claims made against a Director or Officer for: (i) any breach of the Director's or Officer's nonwaivable duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct, or (iii) any transaction from which the person seeking indemnification derived an improper personal benefit.

For purposes of this paragraph (e), when used herein:

“Loss” means any amount which a Director or Officer is legally obligated to pay for any claim for a covered act and shall include, without being limited to, damages, settlement, fines, or penalties.

“Expenses” means any expenses incurred in connection with the defense of any claim for a covered act, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment.

“Covered act” means any act or omission of a Director or Officer in the Director's or Officer's official capacity with the Corporation.

In the event of any inconsistency or conflict among any provisions of these Articles of Incorporation, on the one hand, and any provisions of the Bylaws or the "Declaration" (as such term is defined in the Bylaws), on the other hand, the latter provisions shall control to the maximum extent allowable by applicable law.



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 18, 2021 03:17 PM

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

Nellie M. Gorbea
Secretary of State

