



**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 The Residences at Hopkins Pond Condominium Association, Inc.

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

CONDOMINIUM ASSOCIATION

**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:

EXHIBIT A

V. PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

I. EXCEPT AS OTHERWISE PROVIDED BY THE RHODE ISLAND BUSINESS CORPORATION ACT, AS HAS BEEN OR MAY HEREAFTER BE AMENDED (THE "ACT"), ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF SHAREHOLDERS BY THE ACT, BY THESE ARTICLES OF INCORPORATION OR

BY THE BY-LAWS OF THE CORPORATION MAY BE TAKEN WITHOUT A MEETING UPON THE WRITTEN CONSENT OF LESS

THAN ALL OF THE SHAREHOLDERS ENTITLED TO VOTE THEREON OF THE SHAREHOLDERS WHO SO CONSENT

WOULD BE ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES WHICH WOULD BE REQUIRED TO TAKE

SUCH ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE THEREON ARE PRESENT.

II. (A) A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS

SHAREHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS  
A  
DIRECTOR, EXCEPT FOR  
(I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE  
CORPORATION OR ITS  
SHAREHOLDERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR  
WHICH INVOLVE INTENTIONAL  
MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) LIABILITY IMPOSED PURSUANT  
TO THE PROVISIONS OF  
SECTION 811 OF THE ACT, OR (IV) LIABILITY FOR ANY TRANSACTION (OTHER THAN  
TRANSACTIONS APPROVED IN  
ACCORDANCE WITH SECTION 807 OF THE ACT) FROM WHICH THE DIRECTOR DERIVED  
AN  
IMPROPER PERSONAL  
BENEFIT. IF THE ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER  
ELIMINATING OR LIMITING THE  
PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE  
CORPORATION SHALL BE  
ELIMINATED OR LIMITED TO THE FULLEST EXTENT SO PERMITTED. ANY REPEAL OR  
MODIFICATION OF THIS  
PROVISION BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR  
PROTECTION OF A DIRECTOR OF  
THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.  
(B) THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE  
CORPORATION'S BY-LAWS, OR  
MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER,  
EMPLOYEE OR OTHER  
AGENT OF THE CORPORATION (AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF  
INDEMNIFYING THE  
INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE ACT.  
IN ADDITION TO THE AUTHORITY CONFERRED UPON THE DIRECTORS OF THE  
CORPORATION BY THE FOREGOING  
PARAGRAPH, THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN ITS  
BY-LAWS, OR MAY  
AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH INDEMNIFIED PERSON,  
FOR  
THE PURPOSE OF  
INDEMNIFYING SUCH PERSON IN THE MANNER AND TO THE EXTENT PROVIDED  
HEREIN:  
(I) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE  
THAT  
THE CORPORATION  
SHALL, SUBJECT TO THE PROVISIONS OF THIS ARTICLE, PAY, ON BEHALF OF AN  
INDEMNIFIED PERSON ANY  
LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST  
THE INDEMNIFIED  
PERSON (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER INDEMNIFIED PERSONS)  
BY  
REASON OF ANY  
COVERED ACT OF THE INDEMNIFIED PERSON.  
(II) FOR THE PURPOSE OF THIS ARTICLE, WHEN USED HEREIN

(1) "DIRECTORS: OR "OFFICER" MEANS ANY INDIVIDUAL WHO IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING ANY POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS. DIRECTOR OR OFFICER INCLUDES, UNLESS THE CONTEXT OTHERWISE REQUIRES, THE ESTATE OR PERSONAL REPRESENTATIVE OF THE DIRECTOR OR OFFICER;(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, JUDGMENTS, SETTLEMENTS, FINES (INCLUDING AN EXCISE TAX ASSESSED WITH RESPECT TO EMPLOYEE BENEFIT PLANS), PENALTIES, OR, REASONABLE EXPENSES ACTUALLY INCURRED;(3) "EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE AGAINST ANY CLAIM FOR COVERED ACTS, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT;AND(4) "COVERED ACT" MEANS ANY ACT OR OMISSION OF AN INDEMNIFIED PERSON IN THE

INDEMNIFIED PERSON'S OFFICIAL CAPACITY WITH THE CORPORATION AND WHILE SERVING AS SUCH OR WHILE SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE, OR AGENT OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, LIMITED LIABILITY COMPANY, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE, EMPLOYEE BENEFIT PLAN OR OTHER ENTITY.

(III) THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY COVER LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A RETIRED INDEMNIFIED PERSON, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED INDEMNIFIED PERSON OR THE LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT INDEMNIFIED PERSON, WHERE THE INDEMNIFIED PERSON WAS AN INDEMNIFIED PERSON AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(IV) ANY BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY PROVIDE FOR THE ADVANCEMENT OF EXPENSES TO AN INDEMNIFIED PERSON PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH INDEMNIFIED PERSON AND BASED ON THE

ALLEGED COMMISSION BY SUCH INDEMNIFIED PERSON OF A COVERED ACT, SUBJECT TO  
(I) A WRITTEN  
AFFIRMATION BY THE INDEMNIFIED PERSON OF HIS OR HER GOOD FAITH BELIEF THAT  
HE OR SHE HAS MET THE  
STANDARD OF CONDUCT NECESSARY FOR INDEMNIFICATION AND (II) AN  
UNDERTAKING  
BY OR ON BEHALF OF  
SUCH INDEMNIFIED PERSON TO REPAY THE SAME TO THE CORPORATION IF THE  
COVERED  
ACT INVOLVES A  
CLAIM FOR WHICH INDEMNIFICATION IS NOT PERMITTED UNDER CLAUSE (V), BELOW,  
AND THE FINAL  
DISPOSITION OF SUCH ACTION, SUIT, OR APPEAL RESULTS IN AN ADJUDICATION  
ADVERSE TO SUCH INDEMNIFIED  
PERSON.  
(V)THE BY-LAW PROVISIONS OR AGREEMENTS AUTHORIZED HEREBY MAY NOT  
INDEMNIFY  
AN INDEMNIFIED  
PERSON FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT  
REIMBURSE  
FOR ANY EXPENSES,  
IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST AN INDEMNIFIED  
PERSON  
WHICH THE  
CORPORATION HAS DETERMINED TO HAVE RESULTED FROM: (1) ANY BREACH OF THE  
INDEMNIFIED PERSON'S  
DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) ACTS OR  
OMISSIONS NOT IN GOOD FAITH OR  
WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; (3)  
ACTION CONTRAVENING  
SECTION 811 OF THE ACT; OR (4) A TRANSACTION ( OTHER THAN A TRANSACTION  
APPROVED IN ACCORDANCE  
WITH SECTION 807 OF THE ACT) FROM WHICH THE PERSON SEEKING  
INDEMNIFICATION  
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: 481 ATWOOD AVE.  
City or Town: CRANSTON State: RI Zip: 02920

The name of its initial registered agent at such address is RICHARD E. PALUMBO, JR., 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	SATHUAN SA	6 DRUMMOND DRIVE

		LINCOLN, RI 02865 USA
DIRECTOR	DANIELLE ARMSTRONG	335 BROADWAY PROVIDENCE, RI 02909 USA
DIRECTOR	DOUG JEFFREY	335 BROADWAY PROVIDENCE, RI 02909 USA

#### ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	RICHARD E PALUMBO JR	481 ATWOOD AVE CRANSTON, RI 02920 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 7 Day of December, 2021 at 10:05:12 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 E. PALUMBO, JR., ESQ

Form No. 200  
Revised 09/07

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