



**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 Moulton Hall Condominium Association

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

MANAGE MOULTON HALL CONDOMINIUMS.

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. 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-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 IF 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. PROMPT NOTICE OF THE ACTION SHALL BE GIVEN TO ALL SHAREHOLDERS WHO WOULD HAVE BEEN ENTITLED TO VOTE UPON THE ACTION IF THE MEETING WERE HELD.

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 AN 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 THE CORPORATION'S 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 PURPOSES OF THIS ARTICLE, WHEN USED HEREIN

(1) "DIRECTORS" MEANS ANY OR ALL OF THE DIRECTORS OF THE CORPORATION OR THOSE ONE OR MORE SHAREHOLDERS OR OTHER PERSONS WHO ARE EXERCISING

ANY

POWERS NORMALLY VESTED IN THE BOARD OF DIRECTORS;

(2) "LOSS" MEANS ANY AMOUNT WHICH AN INDEMNIFIED PERSON IS LEGALLY OBLIGATED TO PAY AS A RESULT OF ANY CLAIM MADE AGAINST THE INDEMNIFIED PERSON FOR COVERED ACTS AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, JUDGMENTS FOR, AND AWARDS OF, DAMAGES, AMOUNTS PAID IN SETTLEMENT OF

ANY

CLAIM, ANY FINES, OR PENALTIES OR, WITH RESPECT TO EMPLOYEE BENEFIT PLANS,

ANY EXCISE TAXES OR PENALTIES

(3) "EXPENSES" MEANS ANY REASONABLE EXPENSES INCURRED BY THE INDEMNIFIED PERSON FOR COVERED ACTS INCLUDING, WITHOUT BEING LIMITED TO,

LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES, INCLUDING THE EXPENSE

OF 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

MEMBER OF THE GOVERNING BODY, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, INCLUDING, BUT NOT LIMITED TO CORPORATIONS WHICH ARE SUBSIDIARIES OR AFFILIATES OF THE CORPORATION, PARTNERSHIP, JOINT VENTURE,

TRUST, OTHER ENTERPRISE OR EMPLOYEE BENEFIT PLAN.

(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 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, PROCEEDING 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 SHAREHOLDERS; (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: 400 WESTMINSTER STREET
SUITE 200
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is TOBIAS LEDERBERG

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	THOMAS RUSSO	333 WESTMINSTER STREET PROVIDENCE, RI 02903 USA
DIRECTOR	MICHELLE RUSSO	333 WESTMINSTER STREET PROVIDENCE, RI 02903 USA
DIRECTOR	PETER PARISI	333 WESTMINSTER STREET PROVIDENCE, RI 02903 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name	Address
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	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
INCORPORATOR	TOBIAS LEDERBERG	400 WESTMINSTER STREET, SUITE 200 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 01/01/2022

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

Signed this 30 Day of December, 2021 at 1:39:20 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.

/TOBIAS LEDERBERG/

Form No. 200
Revised 09/07

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