



**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 Tower Street Center, 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 AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE INCLUDING THE PURPOSE OF MAKING DISTRIBUTIONS TO ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. WITHOUT LIMITING OR EXPANDING THE FOREGOING, THE PURPOSE OF THE CORPORATION IS TO BUILD, OPERATE, LEASE, MAINTAIN, AND RAISE FUNDS FOR A COMMUNITY CENTER FOR THE WESTERLY, RHODE ISLAND COMMUNITY, WHICH CAN BE UTILIZED TO PROVIDE ACTIVITIES FOR THE COMMUNITY, INCLUDING, BUT NOT LIMITED TO, EDUCATIONAL PROGRAMS, MEDICAL SERVICES, INDOOR AND OUTDOOR RECREATION, CHILD AND DAY CARE, AND HOSTING VARIOUS EVENTS, MEETINGS, FUNCTIONS AND PROGRAMS; PROVIDED, HOWEVER, THAT SUCH PURPOSES SHALL NOT LIMIT THE ABILITY OF THE CORPORATION TO CARRY OUT ANY OTHER CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

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:

A. RIGHTS AND RESTRICTIONS. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS INCORPORATOR, DIRECTORS, OFFICERS, 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 III HEREOF. NO SUBSTANTIAL 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.

B. DISSOLUTION. UPON THE DISSOLUTION OF THE CORPORATION, AND AFTER ALL OF ITS LIABILITIES AND OBLIGATIONS HAVE BEEN PAID, SATISFIED, AND DISCHARGED, OR ADEQUATE PROVISIONS MADE THEREFOR, ALL OF THE CORPORATION'S REMAINING ASSETS SHALL BE DISTRIBUTED TO ONE OR MORE ORGANIZATIONS, SELECTED BY THE BOARD OF DIRECTORS OF THE CORPORATION IN ITS SOLE DISCRETION, THAT ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTIONS 501(C)(3) AND 170(C)(2)(B) OF THE CODE.

C. MEMBERS. THE CORPORATION SHALL HAVE NO MEMBERS

D. LIMIT ON LIABILITY AND INDEMNIFICATION.

1. DEFINITIONS. FOR PURPOSES OF THIS SECTION D OF ARTICLE IV, THE FOLLOWING DEFINITIONS SHALL APPLY:

(A) "CORPORATION" MEANS THIS CORPORATION ONLY AND NO PREDECESSOR ENTITY OR OTHER LEGAL ENTITY;

(B) "EXPENSES" INCLUDE COUNSEL FEES, EXPERT WITNESS FEES, AND COSTS OF INVESTIGATION, LITIGATION, AND APPEAL, AS WELL AS ANY AMOUNTS EXPENDED IN

ASSERTING A CLAIM FOR INDEMNIFICATION;

(C) "LIABILITY" MEANS THE OBLIGATION TO PAY A JUDGMENT, SETTLEMENT, PENALTY, FINE, OR OTHER SUCH OBLIGATION, INCLUDING, WITHOUT

LIMITATION, ANY

EXCISE TAX ASSESSED WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN;

(D) "LEGAL ENTITY" MEANS A CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN, OR OTHER ENTERPRISE;

(E) "PREDECESSOR ENTITY" MEANS A LEGAL ENTITY THE EXISTENCE OF WHICH CEASED UPON ITS ACQUISITION BY THE CORPORATION IN A MERGER OR OTHERWISE;

AND

(F) "PROCEEDING" MEANS ANY THREATENED, PENDING, OR COMPLETED ACTION,

SUIT, PROCEEDING, OR APPEAL WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR

INVESTIGATIVE AND WHETHER FORMAL OR INFORMAL.

2. LIMIT ON LIABILITY. IN EVERY INSTANCE IN WHICH THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS IT EXISTS ON THE DATE HEREOF OR MAY

HEREAFTER BE AMENDED, PERMITS THE LIMITATION OR ELIMINATION OF LIABILITY OF

DIRECTORS OR OFFICERS OF A CORPORATION TO THE CORPORATION, THE DIRECTORS

AND OFFICERS OF THE CORPORATION SHALL NOT BE LIABLE TO THE CORPORATION.

3. INDEMNIFICATION OF DIRECTORS AND OFFICERS. THE CORPORATION SHALL INDEMNIFY ANY INDIVIDUAL WHO IS, WAS, OR IS THREATENED TO BE MADE A

PARTY TO A CIVIL, CRIMINAL, ADMINISTRATIVE, INVESTIGATIVE, OR OTHER PROCEEDING (INCLUDING A PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION)

BECAUSE SUCH INDIVIDUAL IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION,

OR BECAUSE SUCH INDIVIDUAL IS OR WAS SERVING THE CORPORATION OR ANY OTHER

LEGAL ENTITY IN ANY CAPACITY AT THE REQUEST OF THE CORPORATION WHILE A

DIRECTOR OR OFFICER OF THE CORPORATION, AGAINST ALL LIABILITIES AND REASONABLE EXPENSES INCURRED IN THE PROCEEDING, EXCEPT SUCH LIABILITIES AND

EXPENSES AS ARE INCURRED BECAUSE OF SUCH INDIVIDUAL'S WILLFUL MISCONDUCT OR

KNOWING VIOLATION OF THE CRIMINAL LAW OR THE CORPORATION'S POLICIES. SERVICE AS A DIRECTOR OR OFFICER OF A LEGAL ENTITY CONTROLLED BY THE

CORPORATION SHALL BE DEEMED SERVICE AT THE REQUEST OF THE CORPORATION. THE

DETERMINATION THAT INDEMNIFICATION UNDER THIS SECTION D.3 IS

PERMISSIBLE

AND THE EVALUATION AS TO THE REASONABLENESS OF EXPENSES IN A SPECIFIC CASE

SHALL BE MADE, IN THE CASE OF DIRECTORS AND OFFICERS OF THE CORPORATION, AS

PROVIDED BY LAW, AND IN THE CASE OF PERSONS OTHER THAN DIRECTORS AND OFFICERS OF THE CORPORATION, AS PROVIDED IN SECTION D.4 OF THIS ARTICLE;

PROVIDED, HOWEVER, THAT IF A MAJORITY OF THE DIRECTORS OF THE CORPORATION

HAS CHANGED AFTER THE DATE OF THE ALLEGED CONDUCT GIVING RISE TO A CLAIM

FOR INDEMNIFICATION, SUCH DETERMINATION AND EVALUATION SHALL, AT THE OPTION

OF THE PERSON CLAIMING INDEMNIFICATION, BE MADE BY SPECIAL LEGAL COUNSEL

SELECTED BY AGREEMENT OF SUCH PERSON AND THE BOARD OF DIRECTORS. UNLESS A

DETERMINATION HAS BEEN MADE THAT INDEMNIFICATION IS NOT PERMISSIBLE, THE

CORPORATION SHALL MAKE ADVANCES AND REIMBURSEMENTS FOR EXPENSES INCURRED BY

A DIRECTOR OR OFFICER IN A PROCEEDING UPON RECEIPT OF AN UNDERTAKING FROM

SUCH DIRECTOR OR OFFICER TO REPAY THE SAME IF IT IS ULTIMATELY DETERMINED

THAT SUCH DIRECTOR OR OFFICER IS NOT ENTITLED TO INDEMNIFICATION. SUCH

UNDERTAKING SHALL BE AN UNLIMITED, UNSECURED GENERAL OBLIGATION OF THE

DIRECTOR OR OFFICER AND SHALL BE ACCEPTED WITHOUT REFERENCE TO SUCH

DIRECTOR'S OR OFFICER'S ABILITY TO MAKE REPAYMENT. THE TERMINATION OF A

PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION, OR UPON A PLEA OF

NOLO CONTENDERE OR ITS EQUIVALENT SHALL NOT OF ITSELF CREATE A PRESUMPTION

THAT A DIRECTOR OR OFFICER ACTED IN SUCH A MANNER AS TO MAKE SUCH DIRECTOR

OR OFFICER INELIGIBLE FOR INDEMNIFICATION. THE CORPORATION IS AUTHORIZED

TO CONTRACT IN ADVANCE TO INDEMNIFY AND MAKE ADVANCES AND REIMBURSEMENTS

FOR EXPENSES TO ANY OF ITS DIRECTORS OR OFFICERS TO THE SAME EXTENT PROVIDED IN THIS SECTION D.3.

4. INDEMNIFICATION OF OTHERS. THE CORPORATION MAY, TO A LESSER EXTENT OR TO THE SAME EXTENT THAT IT IS REQUIRED TO PROVIDE INDEMNIFICATION AND MAKE ADVANCES AND REIMBURSEMENTS FOR EXPENSES TO ITS DIRECTORS AND OFFICERS PURSUANT TO SECTION D.3, PROVIDE INDEMNIFICATION AND MAKE ADVANCES AND REIMBURSEMENTS FOR EXPENSES TO ITS EMPLOYEES AND AGENTS, THE DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS OF ITS SUBSIDIARIES AND PREDECESSOR ENTITIES, AND ANY PERSON SERVING ANY OTHER LEGAL ENTITY IN ANY CAPACITY AT THE REQUEST OF THE CORPORATION, AND MAY CONTRACT IN ADVANCE TO DO SO. THE DETERMINATION THAT INDEMNIFICATION UNDER THIS SECTION D.4 IS PERMISSIBLE, THE AUTHORIZATION OF SUCH INDEMNIFICATION, AND THE EVALUATION AS TO THE REASONABLENESS OF EXPENSES IN A SPECIFIC CASE SHALL BE MADE AS AUTHORIZED FROM TIME TO TIME BY GENERAL OR SPECIFIC ACTION OF THE BOARD OF DIRECTORS, WHICH ACTION MAY BE TAKEN BEFORE OR AFTER A CLAIM FOR INDEMNIFICATION IS MADE, OR AS OTHERWISE PROVIDED BY LAW. NO PERSON'S RIGHTS UNDER SECTION D.3 OF THIS ARTICLE SHALL BE LIMITED BY THE PROVISIONS OF THIS SECTION D.4.

5. MISCELLANEOUS. THE RIGHTS OF EACH PERSON ENTITLED TO INDEMNIFICATION UNDER THIS SECTION D SHALL INURE TO THE BENEFIT OF SUCH PERSON'S HEIRS, EXECUTORS, AND ADMINISTRATORS. SPECIAL LEGAL COUNSEL SELECTED TO MAKE DETERMINATIONS UNDER THIS SECTION D MAY BE COUNSEL FOR THE CORPORATION. INDEMNIFICATION PURSUANT TO THIS SECTION D SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHT OF INDEMNIFICATION TO WHICH ANY PERSON MAY BE ENTITLED, INCLUDING INDEMNIFICATION PURSUANT TO A VALID CONTRACT, INDEMNIFICATION BY LEGAL ENTITIES OTHER THAN THE CORPORATION, AND INDEMNIFICATION UNDER POLICIES OF INSURANCE PURCHASED AND MAINTAINED BY THE CORPORATION OR OTHERS. HOWEVER, NO PERSON SHALL BE ENTITLED TO INDEMNIFICATION BY THE CORPORATION TO THE EXTENT HE OR SHE IS INDEMNIFIED

BY ANOTHER, INCLUDING AN INSURER. THE CORPORATION IS AUTHORIZED TO PURCHASE AND MAINTAIN INSURANCE AGAINST ANY LIABILITY IT MAY HAVE UNDER THIS SECTION D OR TO PROTECT ANY OF THE PERSONS NAMED ABOVE AGAINST ANY LIABILITY ARISING FROM THEIR SERVICE TO THE CORPORATION OR ANY OTHER LEGAL ENTITY AT THE REQUEST OF THE CORPORATION REGARDLESS OF THE CORPORATION'S POWER TO INDEMNIFY AGAINST SUCH LIABILITY. THE PROVISIONS OF THIS SECTION D SHALL NOT BE DEEMED TO PRECLUDE THE CORPORATION FROM ENTERING INTO CONTRACTS OTHERWISE PERMITTED BY LAW WITH ANY INDIVIDUALS OR LEGAL ENTITIES, INCLUDING THOSE NAMED ABOVE. IF ANY PROVISION OF THIS SECTION D OR ITS APPLICATION TO ANY PERSON OR CIRCUMSTANCE IS HELD INVALID BY A COURT OF COMPETENT JURISDICTION, THE INVALIDITY SHALL NOT AFFECT OTHER PROVISIONS OR APPLICATIONS OF THIS SECTION D, AND TO THIS END THE PROVISIONS OF THIS SECTION D ARE SEVERABLE.

6. AMENDMENTS. THE RIGHTS TO INDEMNIFICATION AND THE ADVANCEMENT AND REIMBURSEMENT OF EXPENSES CONFERRED IN THIS SECTION D SHALL BE DEEMED CONTRACT RIGHTS BETWEEN THE CORPORATION AND EACH INDIVIDUAL ENTITLED TO SUCH RIGHTS AND SHALL VEST AT SUCH TIME AS THE ACT OR OMISSION GIVING RISE TO THE RIGHTS UNDER THIS SECTION D OCCURS. ONCE VESTED, AN INDIVIDUAL'S RIGHTS UNDER THIS SECTION D WITH RESPECT TO SUCH ACT OR OMISSION SHALL NOT BE REDUCED OR ELIMINATED BY ANY SUBSEQUENT REPEAL, MODIFICATION, OR AMENDMENT OF THESE ARTICLES OF INCORPORATION OR OF THE CORPORATION'S BYLAWS.

E. INTERNAL REVENUE CODE. EACH REFERENCE IN THESE ARTICLES OF INCORPORATION TO A SECTION OF THE INTERNAL REVENUE CODE MEANS SUCH SECTION OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAW.

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State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

December 13, 2023 02:16 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

