



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 Vehicle Registration History Center

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

(A) THE MISSION OF THE CORPORATION IS TO ADVANCE KNOWLEDGE OF VEHICLE REGISTRATION HISTORY IN SUPPORT OF RESEARCHERS AND HOBBYISTS BY PRESERVING, INTERPRETING AND SHARING INFORMATION AND ARTIFACTS.

(B) TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, AND NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER THIS SECTION; AND

(C) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FOREGOING PURPOSES, AND SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, AND TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER

CHAPTER 7-6 OF THE
GENERAL LAWS OF RHODE ISLAND, AS AMENDED, OR THE CORRESPONDING
PROVISIONS OF
ANY FUTURE STATUTE
ENACTED IN SUBSTITUTION THEREFOR.

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) THE CORPORATION SHALL BE NONPROFIT, SHALL NOT HAVE OR ISSUE SHARES
OF CAPITAL STOCK, AND
SHALL NOT DECLARE OR PAY DIVIDENDS. NO PART OF THE NET EARNINGS OF THE
CORPORATION SHALL INURE
TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS 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 3. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION
SHALL BE CARRYING ON
PROPAGANDA, OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION (EXCEPT AS
OTHERWISE PROVIDED BY
SECTION 501(H) OF THE CODE), OR PARTICIPATING IN, OR INTERVENING IN
(INCLUDING THE PUBLICATION OR
DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY
CANDIDATE FOR PUBLIC OFFICE.
NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION,
THE
CORPORATION SHALL NOT
CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A
CORPORATION EXEMPT FROM
FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE OR (II) BY A
CORPORATION, CONTRIBUTIONS TO
WHICH ARE DESCRIBED BY SECTION 170(C)(2) OF THE CODE AND DEDUCTIBLE UNDER
SECTIONS 170(A) AND
170(B)(1)(A) OF THE CODE.

(B) UPON DISSOLUTION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR
MAKING PROVISION FOR THE
PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL OF THE
ASSETS OF THE
CORPORATION TO AND AMONG ANY EXISTING NONPROFIT CORPORATIONS
ORGANIZED FOR

EDUCATIONAL, SCIENTIFIC, CHARITABLE, RELIGIOUS, OR LITERARY PURPOSES, WHICH WOULD THEN QUALIFY UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE CODE IN SUCH MANNER AND IN SUCH PROPORTIONS AS THE BOARD OF DIRECTORS SHALL PRESCRIBE.

(C) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR 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: CAMERON & MITTLEMAN LLP
301 PROMENADE STREET

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is W. THOMAS HUMPHREYS, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 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	RICHARD E. DRAGON	C/O CAMERON & MITTLEMAN LLP. 301 PROMENADE STREET PROVIDENCE, RI 02908 USA
DIRECTOR	JEFFREY C. MINARD	C/O CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA
DIRECTOR	F. CORBIN MOISTER, JR.	C/O CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA
DIRECTOR	ERIC TANNER	C/O CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	EILEEN K. TOBIN, CORP PARA	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin 01/01/2024
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 21 Day of December, 2023 at 4:12:51 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.

EILEEN K. TOBIN, CORPORATE PARALEGAL

Form No. 200
Revised 09/07

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