

Filing Fee \$10.00

State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

20074

RESTATED ARTICLES OF INCORPORATION
OF

..... Friends of the Loeff Carousel at Slater Park

Pursuant to the provisions of Section 7-6-42 of the General Laws, 1956, as amended, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation as amended in a single instrument:

FIRST: The name of the corporation is Friends of the Loeff Carousel at Slater Park

SECOND: The period of its duration is Perpetual

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

Said corporation is constituted for the purpose of soliciting financial contributions and gifts to fund programs for the restoration, maintenance, and operation of the Loeff Carousel at Slater Park (owned by the City of Pawtucket, Rhode Island) and the improvement of all properties adjacent thereto owned by the City of Pawtucket, Rhode Island, to cooperate with the City of Pawtucket, Rhode Island in planning future use and preservation of the Loeff Carousel at Slater Park, and to engage in such activities and functions as are necessary, proper, and in furtherance of the goals and purposes of the corporation.

FOURTH: Any other provisions not inconsistent with law which are presently set forth in the Articles of Incorporation as heretofore amended, are as follows: See Exhibit A attached hereto.

(If there are no other such provisions, so state.)

RECEIVED
SECRETARY OF STATE
CORPORATION DIV
MAR 30 2 27 PM '93

Rec'd & Filed MAR 30 1993

AMT#29

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FIFTH: These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and supersede the Original Articles of Incorporation and all amendments thereto.

Dated March 26, 19 93

Friends of the Looff Carousel at Slater Park (Note 1)

By William D. Mulholland (Note 2)
William D. Mulholland, Sole Incorporator

Its President

and (Note 2)

Its Secretary

NOTES:

1. Exact corporate name of corporation restating its Articles of Incorporation.
2. Signatures and titles of officers signing for the corporation.

EXHIBIT A

1. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director or officer (except that reasonable compensation may be paid for services rendered to or for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer (i) for any breach of such director's or officer's duty of loyalty to the corporation and 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 or officer derived an improper personal benefit.