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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

DUPLICATE

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation isThe Alliance to Preserve Tiverton's Quality.....

SECOND: The period of its duration (if perpetual, so state) ...perpetual.....

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

See Exhibit A attached hereto and made a part hereof

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Exhibit B attached hereto and made a part hereof

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STATE OF RHODE ISLAND
SECRETARY OF STATE

FILED
OCT 20 1995
By SpB#9
150182

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)

1145 Main Road, Tiverton, Rhode Island 02878 (add Zip Code).

John S. Foley, Esq., Decoff & Grimm,

and the name of its initial registered agent at such address is: One Smith Hill, Providence, Rhode Island 02903

John S. Foley
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four

and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

See Exhibit C attached hereto and made a part hereof

SEVENTH: The name and address of each incorporator is:

Name

Address

Louise Durfee, Esq., Brown, Rudnick, Freed & Gesmer, One Old Stone Sq., Prov., RI 02903

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon filing

Dated October 19, 1995

Louise Durfee
All Incorporators must sign

Louise Durfee, Esquire

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A

THE ALLIANCE TO PRESERVE TIVERTON'S QUALITY

The specific purposes for which the corporation is organized are:

Encouraging the proper economic use and development, improvement and protection of the Town of Tiverton, consistent with its natural resources; and the cooperation with other organizations having similar objectives, provided no use of the property or facilities of the corporation shall be made in the course of carrying out the foregoing purposes which will cause any part of the property or facilities of the corporation to inure to the benefit of any member of the corporation or any individual;

and the carrying on of all other activities permitted to corporations organized under the Rhode Island Nonprofit Corporation Act.

In order to carry out the foregoing purposes, the corporation shall have power to lease, purchase, hold or otherwise obtain the use of real or personal property, whether improved or not, suitable for such purposes.

EXHIBIT B

THE ALLIANCE TO PRESERVE TIVERTON'S QUALITY

FOURTH: The corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any member, director or officer.

In the event of the liquidation of the corporation, the balance of all money, assets and other property of the corporation, after the payment of all its debts and obligations, shall be used by or distributed to, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction, a non-profit corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the Regulations thereunder (which may include a member which so qualifies), or said assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or of the federal, state or local government, and which will use such property to accomplish the purposes for which the corporation is constituted.

THE ALLIANCE TO PRESERVE TIVERTON'S QUALITY

EXHIBIT C

Article SIXTH: Initial Directors

Michael J. Carreira
107 Warren Avenue
Tiverton, RI 02878

Elizabeth A. Finn
43 Highland Road
Tiverton, RI 02878

Thomas F. Timberlake
147 Main Road
Tiverton, RI 02878

Peter M. Forest
48 Summit Avenue
Tiverton, RI 02878