



**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 Backyard 5k

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

THE PURPOSE OF BACKYARD 5K IS TO PROVIDE SUPPORT AND FACILITATE ATHLETIC AND COMMUNITY SERVICE-FOCUSED OPPORTUNITIES AND EVENTS IN THE NEW ENGLAND REGION TO SUPPORT THE ATHLETIC AND FINANCIAL NEEDS OF COMMUNITY MEMBERS IN ANY ACTS INCIDENT TO SUCH BUSINESS AND FOR ANY OTHER LAWFUL PURPOSE OR PURPOSES FOR WHICH A CORPORATION MAY BE FORMED UNDER THE RHODE ISLAND GENERAL LAWS, (1956), AS AMENDED, TITLE 7, CHAPTER 6

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 INTERNAL AFFAIRS OF THE CORPORATION SHALL BE GOVERNED BY ITS BYLAWS.

(B) ACTION BY THE MEMBERS OR DIRECTORS PURSUANT TO RHODE ISLAND GENERAL LAWS, (1956), AS

AMENDED, SECTION 7-6-104 IS HEREBY AUTHORIZED.

(C) NO DIRECTOR OR OFFICER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A

DIRECTOR OR OFFICER

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 FOR: (I) ANY BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS;

(II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) ANY TRANSACTION FROM WHICH

SUCH DIRECTOR OR SHAREHOLDER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS

SAID TRANSACTION IS PERMITTED BY RHODE ISLAND GENERAL LAWS 7-6-26.1).

(D) NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE ORGANIZATION

IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AND SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT

FROM FEDERAL INCOME TAX UNDER IRC 501 (C)(3) OR CORRESPONDING PROVISIONS OF

ANY SUBSEQUENT TAX LAWS.

NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF

ANY MEMBER,

TRUSTEE, DIRECTOR, OFFICER OF THE ORGANIZATION, OR ANY PRIVATE INDIVIDUAL (EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR

FOR THE ORGANIZATION), AND NO MEMBER TRUSTEE, OFFICER OF THE ORGANIZATION OR

ANY PRIVATE INDIVIDUAL SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY

OF THE ORGANIZATION'S ASSETS ON DISSOLUTION OF THE ORGANIZATION.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE CARRYING

ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS

OTHERWISE PROVIDED BY IRC 501 (H)) OR PARTICIPATING IN, OR INTERVENING IN (INCLUDING THE PUBLICATION OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE OR PUBLIC OFFICE.

IN THE EVENT OF DISSOLUTION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE

ORGANIZATION SHALL AFTER PAYMENT OF NECESSARY EXPENSES THEREOF BE DISTRIBUTED

TO SUCH ORGANIZATION AS SHALL QUALIFY UNDER SECTION 501 (C)(3) OF THE

INTERNAL FEDERAL TAX LAWS, OR TO THE FEDERAL GOVERNMENT OR STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE, SUBJECT TO THE APPROVAL OF A JUSTICE OF THE SUPREME COURT OF THE STATE OF RHODE ISLAND.
IN ANY TAXABLE YEAR IN WHICH THE ORGANIZATION IS A PRIVATE FOUNDATION AS DESCRIBED IN IRC 509 (A), THE ORGANIZATION SHALL DISTRIBUTE ITS INCOME FOR SUCH TIME AND MANNER AS NOT TO SUBJECT IT TO TAX UNDER IRC 4942, AND THE ORGANIZATION SHALL NOT (A) ENGAGE IN ANY ACT SELF-DEALING AS DEFINED IN IRC 4941 (D); (B) RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN IRC 4943 (C); (C) MAKE ANY INVESTMENTS IN SUCH A MANNER AS TO SUBJECT THE ORGANIZATION TO TAX UNDER IRC 4944; OR (D) MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN IRC 4945 (D) OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 19 DELWAY ROAD
City or Town: EAST PROVIDENCE State: RI Zip: 02914

The name of its initial registered agent at such address is REILLY MICHAEL JOHNSTON

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	REILLY MICHAEL JOHNSTON	19 DELWAY ROAD EAST PROVIDENCE, RI 02914 USA
DIRECTOR	TYLER LAWRENCE THOMAS	130 JOHN STREET, #353 LOWELL, MA 01852 USA
DIRECTOR	NATHAN JAE SKOPAS	43 JOEL DRIVE HEBRON, CT 06248 USA
DIRECTOR	SERENA ROSE GASKIN	2465 N 50TH STREET APT. #E307 PHILADELPHIA, PA 19131 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
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INCORPORATOR

REILLY MICHAEL JOHNSTON

19 DELWAY ROAD
EAST PROVIDENCE, RI 02914 USA

ARTICLE VIII

Date when corporate existence is to begin 08/01/2024
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 24 Day of July, 2024 at 6:05:55 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.
REILLY JOHNSTON

Form No. 200
Revised 09/07

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