



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 Pine Theater Parking, 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 CONSTITUTED FOR THE FOLLOWING PURPOSES: TO ACQUIRE BY LEASE, PURCHASE OR OTHERWISE, AND TO USE, OPERATE, IMPROVE AND MAINTAIN PARKING LOTS AND FACILITIES IN SUPPORT OF THE PROVIDENCE PERFORMING ARTS CENTER ("PPAC") THEATER FOR THE PERFORMING ARTS WITHIN THE CITY OF PROVIDENCE AND TO UNDERTAKE SUCH RELATED ACTIVITIES AS MAY BE NECESSARY OR CONVENIENT TO FULFILL THE FOREGOING PURPOSES; PROVIDED, HOWEVER, THAT THE CORPORATION'S PURPOSES SHALL, NOTWITHSTANDING THE FOREGOING, BE LIMITED TO ONE OR MORE OF THE PURPOSES SET FORTH WITHIN SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE, AS AMENDED FROM TIME TO TIME (THE "CODE"), OR IN THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

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:

THE POWER AND AUTHORITY TO CONDUCT THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, OFFICERS, OR OTHER PRIVATE AUTHORIZED PERSONS, AND THE CORPORATION SHALL HAVE THE POWER AND AUTHORITY TO PAY DIVIDENDS AND DISTRIBUTE PROFITS TO ITS SOLE MEMBER, PPAC, AS LONG AS IT IS THEN QUALIFIED UNDER SECTION 501(C)(3) OF THE CODE), 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 SECTION 3  
HEREOF. EXCEPT AS OTHERWISE PROVIDED BY LAW OR THE BYLAWS WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THE DIRECTORS SHALL HAVE THE POWER TO AUTHORIZE THE SALE, LEASE, MORTGAGE OR OTHER DISPOSITION OF ALL OR A PORTION OF THE ASSETS OF THE CORPORATION.  
THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL OTHER MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BYLAWS.  
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 PUBLISHING 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 ACTIVITIES WHICH WOULD CAUSE IT TO BE DISQUALIFIED AS A CORPORATION DESCRIBED IN SECTIONS 170(C)(2) OR 501(C) (3) OF THE CODE, AS AMENDED FROM TIME TO TIME, (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW). THESE ARTICLES OF INCORPORATION SHALL NOT BE ALTERED OR AMENDED IN DEROGATION OF THE FOREGOING PROVISIONS.  
UPON ANY DISSOLUTION OR TERMINATION OF THE EXISTENCE OF THE CORPORATION, ALL OF ITS PROPERTY AND ASSETS SHALL, AFTER PAYMENT OF THE LAWFUL DEBTS OF THE CORPORATION AND THE EXPENSES OF ITS DISSOLUTION OR TERMINATION, BE DISTRIBUTED FOR EXCLUSIVELY CHARITABLE OR EDUCATIONAL PURPOSES TO AN ORGANIZATION OR ORGANIZATIONS EXEMPT OF TAXATION UNDER 501(C) (3) OF THE CODE.

**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

E. COLBY CAMERON, ESQ.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors of the Corporation is 3 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
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DIRECTOR	MICHAEL BUCCI	785 BOSTON NECK ROAD NARRAGANSETT, RI 02882 USA
DIRECTOR	GARY E. FURTADO	15 BETH AVE WARREN, RI 02885 USA
DIRECTOR	WILLIAM J. CONLEY, JR.	123 DYER STREET, SUITE 2B PROVIDENCE, RI 02903 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	E. COLBY CAMERON, ESQ.	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA

#### ARTICLE VIII

Date when corporate existence is to begin 11/25/2024  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 25 Day of November, 2024 at 10:33:46 AM 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.**  
E. COLBY CAMERON, ESQ.

Form No. 200  
Revised 09/07

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