



**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 The 1928 Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

SECTION 1. THE CORPORATION'S MISSION IS TO PRESERVE, MAINTAIN AND RESTORE HISTORIC BUILDINGS AND THE SEA WALL, TO SUPPORT THE LOCAL ECOLOGICAL INTEGRITY AND ENVIRONMENTAL PRESERVATION OF THE LAND ABUTTING THE OCEAN AND THE NARROW RIVER, IN PART THROUGH SCIENTIFIC RESEARCH, STUDIES AND EDUCATION AND ALL OTHER EDUCATIONAL, SCIENTIFIC AND CHARITABLE PURPOSES ALLOWABLE UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

SECTION 2. THE CORPORATION IS A NONPROFIT CORPORATION AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. SUCH CHARITABLE AND EDUCATIONAL PURPOSES INCLUDE THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

SECTION 3. THE CORPORATION SHALL HAVE THE POWER, DIRECTLY OR INDIRECTLY, ALONE OR IN CONJUNCTION OR COOPERATION WITH OTHERS, TO DO ANY AND ALL LAWFUL ACTS WHICH MAY BE NECESSARY OR CONVENIENT TO AFFECT THE CHARITABLE PURPOSES, FOR WHICH THE CORPORATION IS ORGANIZED, AND TO AID OR ASSIST OTHER ORGANIZATIONS OR PERSONS WHOSE ACTIVITIES FURTHER ACCOMPLISH, FOSTER, OR ATTAIN SUCH PURPOSES. THE POWERS OF THE CORPORATION MAY INCLUDE, BUT NOT BE LIMITED TO, THE ACCEPTANCE OF CONTRIBUTIONS FROM THE PUBLIC AND PRIVATE

SECTORS, WHETHER FINANCIAL OR IN-KIND CONTRIBUTIONS.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; OR TO A CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AND (II) TO THE GENERAL LAWS OF RHODE ISLAND SHALL BE DEEMED TO REFER TO THE GENERAL LAWS OF 1956, AS NOW IN FORCE OR HEREAFTER AMENDED, OR TO A CORRESPONDING PROVISION OF ANY FUTURE COMPILATION OF GENERAL LAWS.

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:

1. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET INCOME OR PROFIT OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.
2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO OR FOR THE BENEFIT OF AN ORGANIZATION THEN EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF THE CORPORATION.
3. IF AND SO LONG AS THE CORPORATION IS A PRIVATE FOUNDATION (AS THAT TERM IS DEFINED IN SECTION 509 OF THE CODE), THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES OF ORGANIZATION OR THE BYLAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:
 - (A) THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; AND
 - (B) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), NOR RETAIN ANY EXCESS BUSINESS HOLDINGS (AS DEFINED IN SECTION 4943(C) OF THE CODE), NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE CODE, NOR MAKE ANY TAXABLE EXPENDITURES (AS DEFINED IN SECTION 4945(D) OF THE CODE).

4. EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW OR BY THE BYLAWS OF THE CORPORATION, THESE ARTICLES OF INCORPORATION MAY BE AMENDED FROM TIME TO TIME BY AN AFFIRMATIVE TWO-THIRDS (2/3) VOTE OF THE BOARD OF DIRECTORS OF THE CORPORATION; PROVIDED, HOWEVER, THAT NO SUCH AMENDMENT SHALL IN ANY WAY

AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, OR FOR ANY PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

5. NO OFFICER OR DIRECTOR OF THE CORPORATION, OR DIRECTOR OR OFFICER OF THE MEMBER OF THE CORPORATION, SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR, OR ARISING OUT OF, A BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR OF THE CORPORATION NOTWITHSTANDING

ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, (I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), (III) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (IV) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH THIS PROVISION BECOMES EFFECTIVE. NO AMENDMENT TO OR REPEAL

OF THIS PROVISION SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY OFFICER OR DIRECTOR FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH OFFICER OR DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

6. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION IN WHOLE OR IN PART BY AN AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS (2/3) OF THE DIRECTORS OF THE CORPORATION ENTITLED TO VOTE THEREON. NO ADOPTION, AMENDMENT, OR REPEAL OF THE ARTICLES OF INCORPORATION OR THE BYLAWS SHALL IN ANY WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY FOR CHARITABLE

AND EDUCATIONAL PURPOSES OR FOR ANY OTHER PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED.

ARTICLE V

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

No. and Street: 40 WESTMINSTER ST., STE. 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ELIZABETH O. MANCHESTER, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 7 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	FRANK MAURAN IV	109 BENEFIT STREET PROVIDENCE, RI 02903 USA
DIRECTOR	JAMES RYAN	215 GILBERT STUART ROAD SAUNDERSTOWN, RI 02874 USA
DIRECTOR	WILLIAM KAPOS	401 OCEAN ROAD NARRAGANSETT, RI 02882 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
DIRECTOR	PRISCILLA WONG	59 SAINT NICHOLAS ROAD DARIEN, CT 02820 USA
INCORPORATOR	ELIZABETH O. MANCHESTER ESQ.	40 WESTMINSTER ST., STE. 1100 PROVIDENCE, RI 02903 USA
DIRECTOR	PETER M. HUNT	8 COOKE STREET PROVIDENCE, RI 02906 USA
DIRECTOR	LISA P. KOELLE	PO B OX 284 SAUNDERSTOWN, RI 02874 USA
DIRECTOR	MICHAEL MCMAHON	3528 WINDJAMMER CIRCLE APT. 301 NAPLES, FL 34112 USA

ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of December, 2024 at 4:02:44 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.

ELIZABETH O. MANCHESTER, ESQ.

Form No. 200
Revised 09/07

© 2007 - 2024 State of Rhode Island
All Rights Reserved



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

December 13, 2024 04:01 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

