



**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 Canonicus Ministries

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

ARTICLE 3. THE OBJECTS FOR WHICH THIS CORPORATION ARE ESTABLISHED ARE:

A. TO OWN AND OPERATE A CAMP AND CONFERENCE CENTER FOR THE PURPOSE OF:

1. ADVANCING THE SPIRITUAL WELL-BEING OF MEMBERS OF THE AMERICAN BAPTIST CHURCHES OF RHODE ISLAND AND OTHERS ASSOCIATED WITH THEM, THROUGH YOUTH, ADULT, AND FAMILY CAMP AND CONFERENCE PROGRAMS THAT WILL TEACH AND INSTILL THE TENETS OF THE CHRISTIAN FAITH;

2. ADVANCING THE SPIRITUAL WELL-BEING OF MEMBERS OF OTHER CHURCHES OF THE CHRISTIAN FAITH AND THOSE ASSOCIATED WITH THEM BY PROVIDING FACILITIES FOR OTHER CHURCHES AND RELIGIOUS ORGANIZATIONS OF THE CHRISTIAN FAITH TO CONDUCT YOUTH, ADULT, AND FAMILY CAMP AND CONFERENCE PROGRAMS TEACHING AND INSTILLING THE TENETS OF THE CHRISTIAN FAITH AS UNDERSTOOD AND BELIEVED BY THEM;

3. ADVANCING THE SPIRITUAL PURPOSE OF THE AMERICAN BAPTIST CHURCHES OF RHODE ISLAND BY ADVANCING THE SPIRITUAL, PHYSICAL, INTELLECTUAL, SOCIAL OR ECONOMIC WELL-BEING OF THE GENERAL PUBLIC, INCLUDING RESIDENTS OF THE STATE OF RHODE ISLAND, BY PROVIDING FACILITIES FOR OTHER NONPROFIT CHARITABLE, RELIGIOUS, EDUCATIONAL, OR GOVERNMENTAL ORGANIZATIONS TO CONDUCT YOUTH, ADULT, AND FAMILY CAMP AND CONFERENCE PROGRAMS ADVANCING THE CHARITABLE, RELIGIOUS,

EDUCATIONAL, OR GOVERNMENTAL PURPOSES OF SUCH ORGANIZATIONS, PROVIDED SUCH PURPOSES ARE NOT INCONSISTENT WITH THE TENETS OF THE CHRISTIAN FAITH AS UNDERSTOOD AND BELIEVED BY THE AMERICAN BAPTIST CHURCH OF AMERICA.

B. TO SUPPORT THE FOREGOING PURPOSES BY PROVIDING SUCH LODGING, DINING, MAINTENANCE, RECREATIONAL, AND OTHER FACILITIES AS MAY BE NECESSARY OR DESIRABLE TO ENABLE SUCH PROGRAMS TO OCCUR;

C. THE CORPORATION SHALL HAVE THE POWER TO DO ALL ACTS AND THINGS REASONABLY INCIDENT OR DESIRABLE TO FURTHER SUCH PURPOSES, INCLUDING THE POWER TO RECEIVE BY PURCHASE, GIFT, GRANT, DEVISE, BEQUEST OR IN ANY OTHER LAWFUL MANNER ANY REAL OR PERSONAL PROPERTY AND TO HOLD, USE, IMPROVE, OPERATE, MANAGE, AND TO PARTICIPATE AS JOINT VENTURE OR PARTNER WITH OTHERS IN CONNECTION WITH ANY ACT OR THING IN WHICH THIS CORPORATION IS EMPOWERED TO ENGAGE.

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR PURPOSES FOR WHICH AN ORGANIZATION MAY BE EXEMPT FROM FEDERAL TAXATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, INCLUDING FOR SUCH PURPOSES THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3).

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:

ARTICLE 4. THE BOARD OF DIRECTORS SHALL BE MEMBERS OF THE CORPORATION AND SHALL BE ISSUED MEMBERSHIP CERTIFICATES FOR THE PURPOSE OF EXERCISING ALL RIGHTS RESERVED TO MEMBERS OF THE HOLDERS OF MEMBERSHIP CERTIFICATES AS SET FORTH IN RIGL TITLE 7 – CHAPTER 7-6

ARTICLE 5. THE PROVISIONS FOR DISPOSITION OF THE CORPORATE ASSETS IN THE EVENT OF DISSOLUTION OF THE CORPORATION ARE:
UPON THE DISSOLUTION OF THE CORPORATION, THE ASSETS SHALL BE DISTRIBUTED TO THE AMERICAN BAPTIST CHURCHES OF RHODE ISLAND, A RHODE ISLAND VOLUNTARY NOT FOR PROFIT RELIGIOUS CORPORATION IF IT IS THEN IN EXISTENCE AND AT THE TIME QUALIFIES AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED (OR ANY SUCCESSOR PROVISION OF FEDERAL TAX LAW). IF DISTRIBUTION CANNOT BE MADE TO SUCH ORGANIZATIONS UNDER THE CONDITIONS SET FORTH ABOVE, THEN THE ASSETS SHALL BE DISTRIBUTED AS DETERMINED BY THE BOARD OF DIRECTORS FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3), OR SHALL BE

DISTRIBUTED TO THE UNITED STATES GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

ARTICLE 6. (A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, 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 ARTICLE 2 HEREOF.

(B) 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 THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE.

(C) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE 7. THE ADDRESS AT WHICH THE BUSINESS OF THIS CORPORATION IS TO BE CARRIED ON IS: CANONICUS CAMP & CONFERENCE CENTER, 54 EXETER ROAD EXETER, RI 02822.

ARTICLE 8. THE CORPORATION SHALL HAVE NO CAPITAL STOCK.

ARTICLE 9. NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR OR AN OFFICER EXCEPT WITH RESPECT TO:

1. ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS;
2. ACTS OR OMISSIONS WHICH ARE NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW;
3. ANY TRANSACTION FROM WHICH THE DIRECTOR, OFFICER, OR BOTH, DERIVED AN IMPROPER PERSONAL BENEFIT.

IF UNDER RHODE ISLAND LAW, A VOLUNTARY CORPORATION MAY EXEMPT DIRECTORS AND OFFICERS FROM ADDITIONAL LIABILITY THAN THAT SET FORTH ABOVE, THE DIRECTORS AND OFFICERS OF THE CORPORATION SHALL BE SO EXEMPTED.

ARTICLE 10. THE BYLAWS OF THE CORPORATION MAY BE AMENDED BY 2/3RDS

VOTE OF THE BOARD OF DIRECTORS.

ARTICLE 11. THESE ARTICLES OF AGREEMENT MAY BE AMENDED BY 2/3RDS VOTE OF THE BOARD OF DIRECTORS AT A MEETING DULY CALLED FOR THAT PURPOSE AND BY RECORDING A CERTIFIED COPY OF SUCH VOTE AS SPECIFIED IN RIGL TITLE 7 CHAPTER 7-6. NO AMENDMENT TO THESE ARTICLES OF AGREEMENT SHALL BE VOTED UPON UNTIL AN OPINION OF LEGAL COUNSEL HAS BEEN OBTAINED AND PRESENTED TO THE BOARD OF DIRECTORS DESCRIBING THE IMPACT, IF ANY, OF THE PROPOSED AMENDMENT UPON THE CORPORATION’S TAX-EXEMPT STATUS.

ARTICLE 12. THE SIGNATURES AND MAILING ADDRESS OF EACH OF THE PERSONS ASSOCIATING TOGETHER TO FORM THE CORPORATION ARE SET FORTH.

ARTICLE V

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

No. and Street: 1086 LAKESIDE DRIVE
City or Town: BLOCK ISLAND State: RI Zip: 02807

The name of its initial registered agent at such address is ANTHONY PAPPAS

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
DIRECTOR	ANTHONY G. PAPPAS REV	1086 LAKESIDE DRIVE BLOCK ISLAND, RI 02807 USA
DIRECTOR	ALAN N. WRIGHT PH.D.	207 STATE STREET RIPON, WI 54971 USA
DIRECTOR	ROBERT BENJAMIN	PO BOX 735 SHOREHAM, RI 02807 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	ALAN N. WRIGHT PH.D.	207 STATE STREET RIPON, WI 54971 USA

ARTICLE VIII

Date when corporate existence is to begin 01/11/2025

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

Signed this 8 Day of January, 2025 at 12:17:55 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.

ALAN N. WRIGHT

Form No. 200
Revised 09/07

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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:

January 08, 2025 12:15 AM

A handwritten signature in black ink, reading "Gregg M. Amore".

Gregg M. Amore
Secretary of State

