



**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 Bailey's Ledge Association, Inc.

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

SECTION 1. THE CORPORATION'S MISSION IS TO SERVE AN ORGANIZATION EXEMPT UNDER THE PROVISIONS OF SECTION 501 (C)(4) OF THE INTERNAL REVENUE CODE AS A NONPROFIT HOMEOWNERS ASSOCIATION WITH A MEMBERSHIP ORGANIZATION FORMED TO MAINTAIN COMMON GREEN AREAS AND ROADWAYS AND ALL OTHER SOCIAL WELFARE PURPOSES ALLOWABLE UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE.

SECTION 2. THE CORPORATION IS A NONPROFIT CORPORATION AND SHALL BE OPERATED EXCLUSIVELY FOR SOCIAL WELFARE PURPOSES WITHIN THE MEANING OF SECTION 501(C) (4) 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.

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 SIMILARLY ALIGNED TO THE PURPOSES OF THE CORPORATION.

3. 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.

4. THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE ARTICLES OF INCORPORATION 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 SHALL IN ANY

WAY AUTHORIZE OR PERMIT THE CORPORATION TO BE OPERATED OTHER THAN EXCLUSIVELY

FOR ANY OTHER PURPOSE OR IN ANY MANNER THAT WOULD DEPRIVE THE CORPORATION OF

ITS STATUS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(4) 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 5 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	DEBORAH WILEY	1125 PARK AVENUE NEW YORK, NY 10128 USA
DIRECTOR	CHARLES DUNN	2 WATER CLUB WAY #801 NORTH PALM BEACH, FL 33408 USA
DIRECTOR	RICHARD A. FULLER	84 HILLBROOK ROAD WILTON, CT 06897 USA
DIRECTOR	MEG WALTERS	3804 MCGIRTS BOULEVARD JACKSONVILLE, FL 32210 USA
DIRECTOR	KATHARINE MERRIMAN	42 BAILEY'S LEDGE ROAD LITTLE COMPTON, RI 02837 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	ELIZABETH O. MANCHESTER ESQ.	40 WESTMINSTER ST., STE. 1100 PROVIDENCE, RI 02903 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 30 Day of July, 2025 at 11:34:07 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.
ELIZABETH O. MANCHESTER, ESQ.

Form No. 200
Revised 09/07

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