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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

OK, F.C.

FIRST: The name of the corporation is...THE BLOCK ISLAND CHAMBER OF COMMERCE, INC.....

SECOND: The period of its duration (if perpetual, so state).....Perpetual.....

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

See Exhibit A attached hereto and made a part hereof.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See Exhibit B attached hereto and made of a part hereof.

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RECEIVED SECRETARY OF STATE CORPORATION DIV. MAY 1 9 15 AM '92

FIFTH: The address of the initial registered office of the corporation is.....

104 Water Street, Block Island, Rhode Island, 02807 (add Zip Code),

and the name of its initial registered agent at such address is: Laura Ernst.....

Signature

SIXTH: 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:

Name

Address

Set forth on Exhibit C attached hereto and made a part hereof.

SEVENTH: The name and address of each incorporator is:

Name

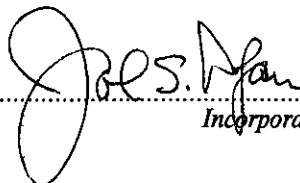
Address

John S. Pfarr

429 Chapel Street, Block Island, RI 02807

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon date of filing of Articles.

Dated May 1, 1992



Incorporators must sign

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

EXHIBIT A

THIRD: The Block Island Chamber of Commerce, Inc. (the "Corporation") is a non-profit corporation organized exclusively for promoting the civic well-being of the Block Island community, through encouragement of commerce and advancement of civic, commercial, recreational, and general interests of the citizens of and visitors to Block Island. It shall operate so as to qualify as a corporation exempt from taxation under Section 501 (c) (6) of the Internal Revenue Code of 1986, as it may be amended from time to time (the Code), and the regulations promulgated thereunder.

EXHIBIT B

FOURTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any director, officer or member (except that reasonable compensation may be paid to directors, officers and members for services rendered to and for the Corporation). In the event of liquidation of the Corporation, whether voluntary or involuntary, no director, officer or member shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall be used by or distributed to, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction, a nonprofit corporation exempt from federal income taxation under Section 501(c)(6) of the Code, or the regulations thereunder or to the federal, state or local government, and which will use such property to accomplish the purposes for which this Corporation is constituted.

No director shall be personally liable to the Corporation or to its members for monetary damages for breach of the director's duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve gross negligence or misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

Membership shall be divided into four classes: Commercial, Individual, Associate and Honorary. Each membership, except Associate, shall be eligible to cast one vote at any duly called membership meeting.

A. **COMMERCIAL:** Any business, association, corporation or partnership with its principal place of business in the Town of New Shoreham, RI, or doing a majority of its business in the Town of New Shoreham, RI. A Commercial member shall vote only through a representative designated in writing to the Board of Directors.

B. **INDIVIDUAL:** Any individual whose principal residence is in the Town of New Shoreham, RI, or who owns real estate in the Town of New Shoreham, RI; provided, however, that any individual who is an owner of a business which would qualify as a Commercial member shall not be permitted an Individual membership unless that business is a Commercial member and in good standing.

EXHIBIT B (Continued)

C. ASSOCIATE: Any business, association, corporation or partnership with its principal place of business other than the Town of New Shoreham, RI; an Associate member shall be without vote.

D. HONORARY: The Board of Directors may recommend to the membership that it confer, or revoke, Honorary membership for any person of distinction who rendered a significant service to the Chamber or the community at large. Election to Honorary membership, or revocation of Honorary membership, shall require the affirmative vote of the members present at a duly called membership meeting, duly noticed for that purpose. Honorary membership shall include all the privileges of active membership, including the privilege of casting one vote at any duly called membership meeting, but not that of holding office (other than the Executive Director), and shall be exempt from payment of any fees or dues. The Executive Director shall automatically become an Honorary member of the Chamber at the time of hire and shall remain so for the duration of employment.

EXHIBIT C

Steve Draper	251 Spring Street, Block Island, RI 02807
Fran Migliaccio	412 Sands Pond Road, Block Island, RI 02807
Chris Littlefield	514 Corn Neck Road, Block Island, RI 02807
Jennifer Taubman	277 Corn Neck Road, Block Island, RI 02807
Mollie McQueeney	836 High Street, Block Island, RI 02807
Joan Ballard	397 Beach Avenue, Block Island, RI 02807
Laura Ernst	959 Ocean Avenue, Block Island, RI 02807