



**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 New England OCR Expo

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE NEW ENGLAND OCR EXPO IS A NON-PROFIT CORPORATION AND SHALL OPERATE EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE MISSION OF THE NEW ENGLAND OCR EXPO IS TO PROMOTE AND SUPPORT THE SPORT OF OBSTACLE COURSE RACING (OCR) THROUGHOUT THE NEW ENGLAND REGION. OUR OBJECTIVE IS TO PROVIDE A PLATFORM FOR OCR ATHLETES OF ALL LEVELS TO SHOWCASE THEIR SKILLS AND CONNECT WITH FELLOW ENTHUSIASTS. BY ORGANIZING EVENTS, WORKSHOPS, AND COMPETITIONS, WE AIM TO FOSTER A SUPPORTIVE COMMUNITY THAT ENCOURAGES INDIVIDUALS TO CHALLENGE THEMSELVES PHYSICALLY AND MENTALLY, WHILE ALSO EMPHASIZING THE IMPORTANCE OF SAFETY AND PROPER TRAINING TECHNIQUES. THROUGH OUR EFFORTS, WE STRIVE TO STRENGTHEN THE OCR COMMUNITY IN NEW ENGLAND AND CONTRIBUTE TO ITS GROWTH ON A

NATIONAL LEVEL.

THE VISION OF THE NEW ENGLAND OCR EXPO IS TO BECOME THE LEADING HUB FOR THE OBSTACLE COURSE RACING COMMUNITY IN NEW ENGLAND. WE ASPIRE TO CREATE A VIBRANT AND DYNAMIC COMMUNITY THAT INSPIRES ATHLETES OF ALL AGES AND LEVELS TO PURSUE THEIR PASSION FOR OCR. OUR ULTIMATE GOAL IS TO CREATE AN INCLUSIVE AND SUPPORTIVE ENVIRONMENT THAT MOTIVATES INDIVIDUALS TO PUSH THEIR LIMITS AND UNLOCK THEIR FULL POTENTIAL. THROUGH OUR EVENTS AND INITIATIVES, WE SEEK TO RAISE AWARENESS ABOUT THE BENEFITS OF OCR AND ENCOURAGE MORE PEOPLE TO ADOPT AN ACTIVE AND HEALTHY LIFESTYLE. WE ENVISION A FUTURE WHERE OCR BECOMES A MAINSTREAM SPORT IN NEW ENGLAND, AND THE NEW ENGLAND OCR EXPO PLAYS A PIVOTAL ROLE IN DRIVING ITS GROWTH AND DEVELOPMENT.

THE PURPOSE OF THE NEW ENGLAND OCR EXPO IS TO BRING TOGETHER THE OBSTACLE COURSE RACING COMMUNITY OF NEW ENGLAND AND PROVIDE THEM WITH A PLATFORM TO CONNECT, LEARN, AND GROW. OUR FOCUS IS ON ORGANIZING EVENTS THAT SHOWCASE THE BEST OCR ATHLETES IN THE REGION, WHILE ALSO SUPPORTING NEWCOMERS AND AMATEURS. WE AIM TO ENCOURAGE HEALTHY COMPETITION, PROMOTE PHYSICAL FITNESS AND MENTAL RESILIENCE, AND CREATE A SUPPORTIVE AND INCLUSIVE ENVIRONMENT THAT FOSTERS A SENSE OF COMMUNITY AND CONNECTION AMONG RACERS. ULTIMATELY, WE BELIEVE THAT OCR HAS THE POWER TO TRANSFORM LIVES, AND WE ARE COMMITTED TO ADVANCING THE SPORT AND HELPING INDIVIDUALS REACH THEIR FULL POTENTIAL.

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:

4.01 NON-PROFIT NATURE

NEW ENGLAND OCR EXPO IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO PART OF THE NET EARNINGS OF THE NEW ENGLAND OCR EXPO SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 THE PURPOSE CLAUSE HEREOF.

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

THE NEW ENGLAND OCR EXPO IS NOT ORGANIZED AND SHALL NOT BE OPERATED FOR THE PRIVATE GAIN OF ANY PERSON. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO ITS EDUCATIONAL AND CHARITABLE PURPOSES. NO PART OF THE ASSETS, RECEIPTS, OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ANY INDIVIDUAL. THE CORPORATION MAY, HOWEVER, PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND MAKE OTHER PAYMENTS AND DISTRIBUTIONS CONSISTENT WITH THESE ARTICLES.

4.02 PERSONAL LIABILITY

NO OFFICER OR DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY
LIABLE FOR
THE DEBTS OR OBLIGATIONS OF THE NEW ENGLAND OCR EXPO OF ANY NATURE
WHATSOEVER, NOR SHALL ANY OF THE PROPERTY OR ASSETS OF THE OFFICERS
OR
DIRECTORS BE SUBJECT TO THE PAYMENT OF THE DEBTS OR OBLIGATIONS OF
THIS
CORPORATION.

4.03 DISSOLUTION

UPON TERMINATION OR DISSOLUTION OF THE NEW ENGLAND OCR EXPO, ANY
ASSETS
LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR
MORE
QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE
INTERNAL
REVENUE CODE OF 1986 (OR DESCRIBED IN ANY CORRESPONDING PROVISION OF
ANY
SUCCESSOR STATUTE) WHICH ORGANIZATION OR ORGANIZATIONS HAVE A
CHARITABLE
PURPOSE WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THE
TERMINATING OR DISSOLVING CORPORATION.

THE ORGANIZATION TO RECEIVE THE ASSETS OF THE NEW ENGLAND OCR EXPO
HEREUNDER SHALL BE SELECTED BY THE DISCRETION OF A MAJORITY OF THE
MANAGING
BODY OF THE NEW ENGLAND OCR EXPO AND IF ITS MEMBERS CANNOT SO
AGREE, THEN
THE RECIPIENT ORGANIZATION SHALL BE SELECTED PURSUANT TO A VERIFIED
PETITION IN EQUITY FILED IN A COURT OF PROPER JURISDICTION AGAINST THE
NEW
ENGLAND OCR EXPO BY ONE (1) OR MORE OF ITS MANAGING BODY WHICH
VERIFIED
PETITION SHALL CONTAIN SUCH STATEMENTS AS REASONABLY INDICATE THE
APPLICABILITY OF THIS SECTION. THE COURT UPON A FINDING THAT THIS
SECTION
IS APPLICABLE SHALL SELECT THE QUALIFYING ORGANIZATION OR
ORGANIZATIONS TO
RECEIVE THE ASSETS TO BE DISTRIBUTED, GIVING PREFERENCE IF PRACTICABLE
TO
ORGANIZATIONS LOCATED WITHIN THE STATE OF RHODE ISLAND.

IN THE EVENT THAT THE COURT SHALL FIND THAT THIS SECTION IS APPLICABLE
BUT
THAT THERE IS NO QUALIFYING ORGANIZATION KNOWN TO IT WHICH HAS A
CHARITABLE

PURPOSE, WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THIS CORPORATION, THEN THE COURT SHALL DIRECT THE DISTRIBUTION OF ITS ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION TO THE TREASURER OF THE STATE OF RHODE ISLAND TO BE ADDED TO THE GENERAL FUND.

4.04 PROHIBITED DISTRIBUTIONS

NO PART OF THE NET EARNINGS OR PROPERTIES OF THIS CORPORATION, ON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSON OR INDIVIDUAL, 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 III, SECTION 3.01.

4.05 RESTRICTED ACTIVITIES

NO SUBSTANTIAL PART OF THE CORPORATION'S ACTIVITIES SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

4.06 PROHIBITED ACTIVITIES

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX AS AN ORGANIZATION DESCRIBED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE V

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

No. and Street: 601 MAIN ST
City or Town: HOPE VALLEY State: RI Zip: 02832

The name of its initial registered agent at such address is STEVEN MARTIN

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	MEGAN BECK	10 HOUGHTON ST APT 1 BOSTON, MA 02122 USA
DIRECTOR	MIKE STEFANO	190 POWER ST TAUNTON, MA 02780 USA
DIRECTOR	STEVEN MARTIN	601 MAIN ST HOPE VALLEY, RI 02832 USA
DIRECTOR	KATIE CALLAHAN	68 NIAN TIC TRAIL WEST GREENWICH, RI 02817 USA
DIRECTOR	DAWN SIROIS	601 MAIN ST HOPE VALLEY, RI 02832 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	STEVEN MARTIN	601 MAIN ST HOPE VALLEY, RI 02832 USA

ARTICLE VIII

Date when corporate existence is to begin 07/26/2023
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 26 Day of July, 2023 at 11:26:10 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.

STEVEN J. MARTIN

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:

July 26, 2023 11:25 AM

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

Gregg M. Amore
Secretary of State

