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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615

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CORPORATIONS DIV  
2016 FEB - 9 AM 11:35

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

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

1. The name of the corporation is Locustville Pond Improvement Association (LPIA)
  
2. The period of its duration is (if perpetual, so state) perpetual
  
3. The specific purpose or purposes for which the corporation is organized are:  
To encourage the restoration, preservation, and conservation of the natural resources of the  
Locustville Pond and its watershed; to protect and conserve fish and wildlife, forest & other plant  
life, water sources, soils, recreational, historical, & archeological resources; to promote an  
understanding among the citizens of the Pond and its watershed of the value of restoring, preserving  
& conserving the resources of the Pond & its watershed; sponsor & encourage scientific investigation  
monitoring & management actions to aid the accomplishment of the above purposes; through the above  
named activities to play its part in to assist with efforts to make the Pond & its watershed a  
great place to live, work, and recreate.
  
4. 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:  
For provisions for the regulation of the internal affairs of the association see attached bylaws  
article 4 (attachment 1)  
For provisions on (a) dissolution of assets, (b) purpose under the tax code,  
(c) non-profit status, and (d) political activities, see attachment 2

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

5 Camp Street

(Street Address, not P.O. Box)

Hope Valley/Hopkinton

(City/Town)

, RI 02832

(Zip Code)

and the name of its initial registered agent at

such address is James S. Latimer, President

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3

(not less than 3 directors)

and the names and address of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>James S. Latimer</u>	<u>5 Camp Street, Hope Valley, RI 02832</u>
<u>Elizabeth M. Dalton</u>	<u>6 Soap House Lane Hope Valley, RI 02832</u>
<u>Cynthia Drake</u>	<u>9 Stony Lane, Hope Valley, RI 02832</u>

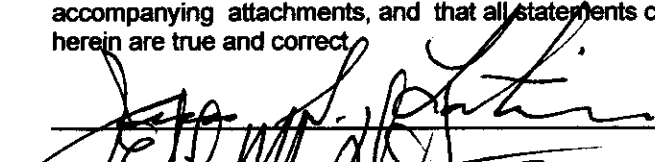
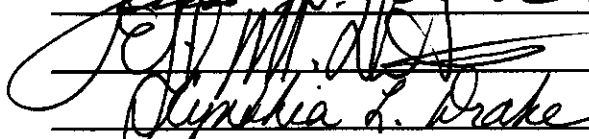
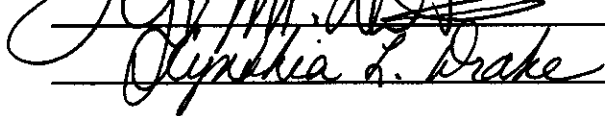
7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>James S. Latimer</u>	<u>5 Camp Street, Hope Valley, RI 02832</u>
<u>Elizabeth M. Dalton</u>	<u>6 Soap House Lane Hope Valley, RI 02832</u>
<u>Cynthia Drake</u>	<u>9 Stony Lane, Hope Valley, RI 02832</u>

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 02/06/15

  
  
  
 \_\_\_\_\_  
 \_\_\_\_\_

Signature of each Incorporator

**LOCUSTVILLE POND IMPROVEMENT ASSOCIATION**

**BYLAWS  
January 7, 2015**

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors which consists in, the Executive Committee/Officers (President, Secretary, and Treasurer) and at least two (2) members-at-large

**Section 2. Number, Tenure, and Qualifications.** There shall be not less than five (5) nor more than ten (10) directors of the corporation. The number of directors shall be set initially by the incorporators and may thereafter be changed by the members of the Board. Each elected director shall serve indefinite terms and until his or her successor shall have been elected, or until such director's death, resignation, or removal in the manner provided hereinafter. It shall be possible to appoint a temporary replacement for a Board member who is absent for a period not exceeding one year. If a Board member plans to be absent for more than one year, or if a Board member fails to attend Board meetings for one year without there being a valid excuse, the Board member's seat shall be declared vacant, and a permanent replacement shall be appointed according to procedures formulated in Section 3 below. Directors need not be residents of Rhode Island but shall be members of the corporation.

**Section 3. Replacement.** In the event of resignation or loss of a Board member, the remaining Board members shall select a qualified person who subscribes to the principles spelled out in Article 1, Section 1, above, to replace the Board member who has been lost, or who has resigned. This person shall be deemed appointed to the Board if s/he agrees to serve, and if a majority of Board members vote in favor of his/her appointment.

**Section 4. Emeritus Directors.** Past Directors are eligible to be elected as Emeritus Directors by nomination and majority approval of the Directors. The term of Emeritus Directors is indefinite. Emeritus Directors may attend and participate in meetings of the Directors, serve on committees, and advise the officers. They do not have voting privileges and their attendance at meetings does not count towards making quorum.

**Section 5. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by vote of the directors from a list of candidate names that are pre-screened in accordance with the needs of the Board. A majority vote of the directors is needed for approval of a new Board member.

**Section 6. Removal.** The members may, at any meeting called for the purpose, remove any elected director with or without cause by a majority vote of the directors. A director failing to attend Board meetings for one year may be removed by a majority vote of the directors.

**Section 7. Resignations.** Any director may resign, at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified, in such notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors shall be held not less than two (2) times per year (including the annual meeting). The Board of Directors shall provide

by resolution, the time and place for holding of these and additional regular meetings without notice other than such resolution.

**Section 9. Special Meetings.** Special meetings of the Board of Directors and, or, the Executive Committee may be called by, or at the request of the President, or any two directors. The person or persons authorized to call special meetings of the Board of Directors and, or, the Executive Committee, may fix the manner and the place for holding any special meeting.

**Section 10. Notice.** Notice of any special meeting shall be given at least five (5) days previous thereto by-written notice delivered personally, by regular mail, or electronic means, to each director at the director's address. If by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed. If by electronic means, such notice shall be deemed to be delivered at the date/time stamp of the email addressed to the director at the address which appears on the records of the corporation.

**Section 11. Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 12. Manner of Acting.** The act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Association. Meetings of directors may be held in person, and, or, by means of a telephone, and, or, video conference, and connection to such conference shall constitute presence at such meeting.

**Section 13. Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing (including email), setting forth the action so to be taken, shall be signed (or endorsed via email) before, or after, such action by all the directors. Such written consent, consents, or endorsements shall be filed with the minutes of the proceedings of the Board.

**Section 14. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless the director shall file a written (or electronic) dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail, or by email, to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 15. Prohibition of Compensation.** Directors may not be paid compensation for performance of their duties as directors. No director shall be precluded from serving the corporation in any other capacity and receiving compensation therefore.

**Section 16. Executive and Other Committees.** The Board of Directors may, by resolution, designate from among its members, such committees as it may determine, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, provided that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Association, adopting a plan of merger or consolidation, recommending the sale, lease, exchange, or other disposition of all or substantially all the

attachment 1\_article 4 bylaws lpia 2015

property and assets of the corporation otherwise than in the regular course of its business, recommending a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation. The designation of an Executive Committee (consisting in the Executive Officers) shall require a majority of the full Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## attachment 2\_articles of incorporation

### Dissolution of LPIA assets

Upon dissolution or final liquidation all assets are to be given to the Wood Pawcatuck Watershed Association, 203 Arcadia Road, Hope Valley, RI 02832, or, if at this time, this organization no longer exists, to another organization that promotes education and stewardship of the environment. However, only organizations shall be considered as recipients which qualify for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code. If such an organization cannot be found, assets shall be distributed to the Hopkinton town government, the State of Rhode Island, or the Federal government for a public purpose.

### Exclusive purpose under the tax code

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for charitable and educational purposes as specified in section 501(c) 3 of the Internal Revenue Code and shall not carry on any activities not permitted by a corporation exempt from Federal income tax under section 501(c) 3 of the Internal Revenue Code.

### Non-profit status

From Article 1, section 3 of the bylaws. "This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of any officer, director, or member (except that reasonable compensation may be paid for services rendered to and for the corporation). In the event of the liquidation of the corporation, whether voluntary or involuntary, no 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, pursuant to a resolution of the corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purposes for which this corporation is constituted."

### Political activities

No substantial part of the activities of the corporation shall carry on propaganda, or otherwise attempt to influence legislation (except otherwise provided by the IRS Code section 501 (h)), or participate in, or intervene in, any political campaign on behalf of any candidate for public office.



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, 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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

