

DISTRICT DIRECTOR  
B.P.O. BOX 1680  
BROOKLYN, NY 11202

Date: NOV 13 1991

BLACKSTONE VALLEY TOURISM COUNCIL  
INC  
PO BOX 7663  
CUMBERLAND, RI 02864

Employer Identification Numbers  
05-0424318  
Contact Person:  
RUDOLPH JONES  
Contact Telephone Number:  
(713) 780-6114

Our Letter Dated:  
April 16, 1987  
Addendum Applies:  
No

Dear Applicants:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Eugene D. Alexander  
District Director

State of Rhode Island and Providence Plantations

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:

FIRST: The name of the corporation is BLACKSTONE VALLEY TOURISM COUNCIL, INC.

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

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

1. Advancing the industrial, civic, general and in particular, commercial welfare of its members and the respective communities in which its members are situated.
2. The doing of any and all acts as may be necessary to create awareness in the public and private sectors of the Blackstone Valley area of the existence of its tourism council members.
3. And the doing of any and all legal acts.

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: Tax Exempt Status. (Note 1)

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Non Business Corporation Law. 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 any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In the event that the governing body of the Corporation be designated by any other name other than a Board of Directors in the By-Laws of the corporation any references herein to director or directors shall be deemed to include any member or members of that governing body.

4. NOTWITHSTANDING the foregoing specific purposes, The Corporation shall be a Nonbusiness Corporation under Chapter 6 of Title VII of the General Laws of Rhode Island, 1969 Rec enactment as Amended -

(a) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, with limitation as to amount or value as provided by the law of the State of Rhode Island to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable hereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non Business Corporation Law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they

FIFTH: The address of the initial registered office of the corporation is.....  
936 Smithfield Avenue, Lincoln, Rhode Island 02865 (add Zip Code),

and the name of its initial registered agent at such address is: Robert D. Oster, Esquire

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is five.....  
and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
ROBERT D. BILLINGTON	1571 Mendon Road, Cumberland, RI 02864
DAVID GOLDSTEIN	226 Hillside Avenue, Pawtucket, RI 02860
Sen. John W. Lyle, Jr.	105 Front Street, Lincoln, RI 02865
Edwin B. McDermott	142 Tenth Street, Providence, RI 02906
Robert D. Oster	936 Smithfield Avenue, Lincoln, RI 02865

SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
ROBERT D. BILLINGTON	1571 Mendon Road, Cumberland, RI 02864

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

Dated April, 1985

ROBERT D. BILLINGTON

*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.