

Filing Fee: \$35.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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 WEST PLACE ANIMAL SANCTUARY ☐
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:
 1. TO PROVIDE FOR AN ANIMAL SANCTUARY, SHELTER AND PHYSICAL PLANT FOR THE CARE OF ANIMALS OF ALL KINDS;
 2. TO CONDUCT FUNDRAISERS FOR SUCH PROGRAMS AND FACILITIES;
 3. TO PROVIDE EDUCATIONAL PROGRAMS FOR THE CARE OF ANIMALS;
 4. TO CONDUCT ANY AND ALL RELATED LAWFUL ACTS CONSISTENT WITH THE AFOREMENTIONED.
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:

SEE ATTACHED ADDENDUM

FILED
SEP 12 2007
By AMF
12:57
11-34613

2007 SEP 12 PM 12:57

5. The address of the initial registered office of the corporation is 1300 TURKS HEAD PLACE, SUITE 1300
(Street Address, not P.O. Box)
PROVIDENCE, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is THOMAS J. FAY, ESQ.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
WENDY TAYLOR	3198 MAIN ROAD TIVERTON, RI 02878
THOMAS HUMPHREY	12 PEACH AVENUE PROVIDENCE, RI 02903
NICHOLAS VIVENZIO	24 PETTACONSETT AVENUE WARWICK, RI 02888

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
WENDY TAYLOR	3198 MAIN ROAD TIVERTON, RI 02878

8. Date when corporate existence is to begin upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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: 9/12/07

Wendy Taylor
[Signature] incorporator

Signature of each Incorporator

WEST PLACE ANIMAL SANCTUARY

ADDENDUM TO ARTICLES OF INCORPORATION

1. The specific purpose or purposes for which the Corporation is organized are as follows:
 - a) The corporation is established exclusively for one or more of the purposes as specified in Section 501 (c)(3) or corresponding provisions of any subsequent Federal tax laws.
 - b) To promote charitable activities and fundraising to provide for an animal shelter program and physical plant for the care of animals of all kinds and description, educational programs and to conduct fund drives for the establishment of such programs and facilities.
 - c) To participate in fundraising activities and receive grants, donations and other contributions from any source, public or private.
 - d) To participate in and promote, either alone or in conjunction with any public or private corporation or organization or any charitable or nonprofit corporation or organization, or any governmental agency, to promote charitable activities and fundraising to provide for an animal shelter program and physical plant for the care of animals of all kinds and description, educational programs and to conduct fund drives for the establishment of such programs and facilities.
 - e) To advise, consult, coordinate and perform whatever work necessary with public or private corporation or organization, any charitable or nonprofit corporation or organization, or any governmental agency, for the purpose of promoting charitable activities and fundraising to provide for an animal shelter program and physical plant for the care of animals of all kinds and description, educational programs and to conduct fund drives for the establishment of such programs and facilities.
 - f) To do any and all lawful things reasonable necessary or convenient to accomplish the purposes aforesaid in accordance with State Law.
2. The internal affairs of the corporation shall be governed in accordance to state law as follows:
 - a) Business of the Corporation shall be conducted only in duly constituted meetings of the Board of Directors of the Corporation.

- b) No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.
- c) No person may serve as a Director of the Corporation except during the person's actual term of service as a duly appointed Director pursuant to R.I.G.L. §7-6-1 et seq. and any amendments thereto. Any vacancy in the office of director of the Corporation shall be filled from among the remaining members.
- d) No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h) and shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.
- e) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- f) Notwithstanding any other provisions herein, the organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of future tax code.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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. RALPH MOLLIS

Secretary of State

