State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $35.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (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 Enterprise Opera Productions, Inc.

ARTICLE II

The period of its duration is **X** Perpetual ___

ARTICLE III

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

The primary purpose of this organization is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or such other provisions of state and federal laws as may from time to time be applicable.

The specific purposes are for a professional opera company to present opera, musicals, theatre, dance, and contemporary theatrical works and to foster the rich pool of New England-based emerging and young professional musical and artistic talent.

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:

ARTICLE III

SECTION 2. MEMBERS

THE CORPORATION SHALL HAVE NO MEMBERS. ANY ACTION OR VOTE REQUIRED OR PERMITTED BY LAW TO BE TAKEN BY MEMBERS OF THE CORPORATION SHALL BE TAKEN BY ACTION OR VOTE OF THE SAME PERCENTAGE OF DIRECTORS.

ARTICLE IV

SECTION 3. BOARD OF DIRECTORS

3.1 POWERS

THE BUSINESS AND CHARITABLE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY THE BOARD OF DIRECTORS (HEREINAFTER THE "BOARD") WHO MAY EXERCISE ALL OF THE POWERS OF THE CORPORATION.

3.2 NUMBER, ELECTION, AND TERM

THE BOARD SHALL BE COMPRISED OF NOT FEWER THAN THREE PERSONS AND NOT MORE THAN FIFTEEN, AS DETERMINED BY THE BOARD.

DIRECTORS SHALL BE ELECTED BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE DIRECTORS PRESENT AT THE ANNUAL MEETING OF THE BOARD, EXCEPT THAT NO DIRECTOR SHALL VOTE FOR HIS/HER OWN ELECTION. EACH DIRECTOR SHALL SERVE FOR A TERM OF THREE (3) YEARS, BUT THE BOARD SHALL BE SO ELECTED THAT APPROXIMATELY ONE THIRD OF THE DIRECTORS ARE ELECTED EACH YEAR. A DIRECTOR MAY SERVE NO MORE THAN TWO (2) CONSECUTIVE THREE-YEAR TERMS.

THE EXECUTIVE DIRECTOR AND THE ARTISTIC DIRECTOR SHALL SIT ON THE BOARD AS EX OFFICIO MEMBERS AND SHALL ALL THE RIGHTS, DUTIES, AND RESPONSIBILITIES OF THE OTHER MEMBERS OF THE BOARD OF DIRECTORS.

3.3 CHAIR OF THE BOARD OF DIRECTORS

THE CHAIR OF THE BOARD OF DIRECTORS SHALL PRESIDE AT ALL MEETINGS OF THE BOARD AND SHALL OVERSEE THE LONG-TERM GOALS AND STRATEGIES OF THE CORPORATION. THE CHAIR SHALL SERVE AS THE LIAISON BETWEEN THE BOARD AND THE EXECUTIVE DIRECTOR AND THE ARTISTIC DIRECTOR AND SHALL PERFORM SUCH DUTIES AS DETERMINED BY THE BOARD.

3.4 VICE CHAIR OF THE BOARD OF DIRECTORS

THE VICE CHAIR SHALL PERFORM SUCH DUTIES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS. THE VICE CHAIR SHALL BE VESTED WITH ALL POWERS OF AND PERFORM ALL THE DUTIES OF THE CHAIR IN THE CHAIR'S ABSENCE OR INABILITY TO ACT, BUT ONLY SO LONG AS SUCH ABSENCE OR INABILITY CONTINUES.

3.5 RESIGNATION

ANY DIRECTOR MAY RESIGN AT ANY TIME BY DELIVERING HIS/HER RESIGNATION IN WRITING TO THE CHAIR OF THE BOARD , THE EXECUTIVE DIRECTOR, OR THE CLERK, OR TO THE CORPORATION AT ITS PRINCIPAL OFFICE. SUCH RESIGNATION SHALL BE

EFFECTIVE UPON RECEIPT UNLESS SPECIFIED TO BE EFFECTIVE AT SOME OTHER TIME.

3.6 REMOVAL

A DIRECTOR MAY BE REMOVED FROM OFFICE, WITH CAUSE, BY AN AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE AND PRESENT AT A DULY CALLED MEETING, PROVIDED THAT NOT LESS THAN FIVE (5) DAYS' NOTICE AND NOT MORE THAN THIRTY (30) DAYS' NOTICE OF SUCH MEETING, STATING THAT REMOVAL OF SUCH DIRECTOR IS TO BE ON THE AGENDA, SHALL BE GIVEN TO EACH DIRECTOR.

3.7 VACANCIES

ANY VACANCY IN THE BOARD OF DIRECTORS MAY BE FILLED BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE FOR THE REMAINDER OF THE UNEXPIRED TERM OF THE VACANCY. THE DIRECTORS MAY EXERCISE ALL THEIR POWERS NOTWITHSTANDING THE EXISTENCE OF ONE OR MORE VACANCIES IN THE BOARD.

3.8 COMPENSATION

NO COMPENSATION SHALL BE PAID TO ANY MEMBER OF THE BOARD OF DIRECTORS FOR SERVICES AS A MEMBER OF THE BOARD, EXCEPT THAT, BY RESOLUTION OF THE BOARD, DIRECTORS MAY BE REIMBURSED FOR EXPENSES INCURRED ON BEHALF OF THE CORPORATION.

3.9 ANNUAL MEETING

THE ANNUAL MEETING OF THE BOARD SHALL BE HELD WITHIN SIX (6) MONTHS AFTER THE END OF THE FISCAL YEAR OF THE CORPORATION, ON SUCH DATE AND AT SUCH HOUR AND PLACE AS THE DIRECTORS OR AN OFFICER DESIGNATED BY THE DIRECTORS SHALL DETERMINE. IN THE EVENT THAT NO DATE FOR THE ANNUAL MEETING IS ESTABLISHED OR SUCH MEETING HAS NOT BEEN HELD ON THE DATE SO DETERMINED, A SPECIAL MEETING IN LIEU OF THE ANNUAL MEETING MAY BE HELD WITH ALL OF THE FORCE AND EFFECT OF AN ANNUAL MEETING.

3.10 REGULAR AND SPECIAL MEETINGS

REGULAR MEETINGS OF THE BOARD MAY BE HELD AT SUCH PLACES AND AT SUCH TIMES AS THE DIRECTORS MAY DETERMINE. SPECIAL MEETINGS OF THE BOARD MAY BE HELD AT ANY TIME AND AT ANY PLACE WHEN CALLED BY THE CHAIR OF THE BOARD OF DIRECTORS, THE EXECUTIVE DIRECTOR, OR A MAJORITY OF THE DIRECTORS.

3.11 NOTICE OF MEETINGS

FORTY-EIGHT (48) HOURS' NOTICE BY MAIL, E-MAIL, FACSIMILE, TELEPHONE, OR WORD OF MOUTH SHALL BE GIVEN FOR AN ANNUAL OR SPECIAL MEETING UNLESS SHORTER NOTICE IS ADEQUATE UNDER THE CIRCUMSTANCES. NO NOTICE NEED BE GIVEN FOR A REGULAR MEETING. WHENEVER NOTICE OF MEETING IS REQUIRED, SUCH NOTICE NEED NOT BE GIVEN TO ANY DIRECTOR IF A WRITTEN WAIVER OF NOTICE, EXECUTED BEFORE OR AFTER THE MEETING, IS FILED WITH THE RECORDS OF THE MEETING, OR TO ANY DIRECTOR WHO ATTENDS THE MEETING WITHOUT PROTESTING PRIOR THERETO, OR, AT ITS COMMENCEMENT, THE LACK OF NOTICE TO SUCH DIRECTOR. NEITHER SUCH NOTICE NOR WAIVER OF NOTICE NEED SPECIFY THE PURPOSES OF THE MEETING, UNLESS OTHERWISE REQUIRED BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS.

3.12 QUORUM

AT ANY MEETING OF THE DIRECTORS, A MAJORITY OF THE DIRECTORS THEN IN OFFICE SHALL CONSTITUTE A QUORUM. ANY MEETING MAY BE ADJOURNED BY A MAJORITY OF THE VOTES CAST UPON THE QUESTION, WHETHER OR NOT A QUORUM IS PRESENT, AND THE MEETING MAY BE HELD AS ADJOURNED WITHOUT FURTHER NOTICE.

3.13 ACTION BY VOTE

WHEN A QUORUM IS PRESENT AT ANY MEETING, A MAJORITY OF THE DIRECTORS PRESENT AND VOTING SHALL DECIDE ANY QUESTION, INCLUDING ELECTION OF OFFICERS, UNLESS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS.

3.14 ACTION BY WRITING

ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT ANY MEETING OF THE BOARD MAY BE TAKEN WITHOUT A MEETING IF ALL THE DIRECTORS CONSENT TO THE ACTION IN WRITING AND THE WRITTEN CONSENTS ARE FILED WITH THE RECORDS OF THE MEETING OF THE DIRECTORS. SUCH CONSENTS SHALL BE TREATED FOR ALL PURPOSES AS A VOTE AT A MEETING.

3.15 PRESENCE THROUGH COMMUNICATIONS EQUIPMENT

UNLESS OTHERWISE PROVIDED BY LAW OR THE ARTICLES OF ORGANIZATION, DIRECTORS MAY PARTICIPATE IN A MEETING OF THE BOARD BY MEANS OF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT, BY MEANS

OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER AT THE SAME TIME, AND PARTICIPATION BY SUCH MEANS SHALL CONSTITUTE PRESENCE IN PERSON AT A MEETING.

3.16 VOTE OF INTERESTED DIRECTORS

A DIRECTOR WHO IS A MEMBER, STOCKHOLDER, DIRECTOR, OFFICER, OR EMPLOYEE OF ANY FIRM, CORPORATION OR ASSOCIATION WITH WHICH THE CORPORATION CONTEMPLATES CONTRACTING OR TRANSACTING BUSINESS SHALL DISCLOSE HIS OR HER RELATIONSHIP OR INTEREST TO THE OTHER DIRECTORS ACTING UPON OR IN REFERENCE TO SUCH CONTRACT OR TRANSACTION. NO DIRECTOR SO INTERESTED SHALL VOTE ON SUCH CONTRACT OR TRANSACTION, BUT HE OR SHE MAY BE COUNTED FOR PURPOSE OF DETERMINING A QUORUM. THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DISINTERESTED DIRECTORS SHALL BE REQUIRED BEFORE THE CORPORATION MAY ENTER INTO SUCH CONTRACT OR TRANSACTION.

IN CASE THE CORPORATION ENTERS INTO A CONTRACT OR TRANSACTS BUSINESS WITH ANY FIRM, CORPORATION OR ASSOCIATION OF WHICH ONE OR MORE OF ITS DIRECTORS IS A MEMBER, STOCKHOLDER, DIRECTOR, OFFICER, OR EMPLOYEE, SUCH CONTRACT OR TRANSACTION SHALL NOT BE INVALIDATED OR IN ANY WAY AFFECTED BY THE FACT THAT SUCH DIRECTOR OR DIRECTORS HAVE OR MAY HAVE INTERESTS THEREIN WHICH ARE OR MIGHT BE ADVERSE TO THE INTERESTS OF THE CORPORATION. NO DIRECTOR OR DIRECTORS HAVING DISCLOSED SUCH ADVERSE INTEREST SHALL BE LIABLE TO THE CORPORATION OR TO ANY CREDITOR OF THE CORPORATION OR TO ANY OTHER PERSON FOR ANY LOSS INCURRED BY IT UNDER OR BY REASON OF ANY SUCH CONTRACT OR TRANSACTION, NOR SHALL ANY SUCH DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS TO BE REALIZED THEREON.

SECTION 4. OFFICERS AND AGENTS

4.1 NUMBER AND QUALIFICATION

THE OFFICERS OF THE CORPORATION SHALL BE AN EXECUTIVE DIRECTOR, AN ARTISTIC DIRECTOR, A TREASURER, A CLERK, AND SUCH OTHER OFFICERS, IF ANY, AS THE DIRECTORS MAY DETERMINE. AN OFFICER MAY, BUT NEED NOT BE, A DIRECTOR. THE CLERK SHALL BE A RESIDENT OF RHODE ISLAND, UNLESS THE CORPORATION HAS A RESIDENT AGENT DULY APPOINTED FOR THE PURPOSE OF SERVICE OF PROCESS. A PERSON MAY HOLD MORE THAN ONE OFFICE AT THE SAME TIME.

4.2 ELECTION

THE EXECUTIVE DIRECTOR, ARTISTIC DIRECTOR, TREASURER, AND CLERK SHALL BE ELECTED ANNUALLY BY THE BOARD AT THE ANNUAL MEETING. OTHER OFFICERS, IF

ANY, MAY BE ELECTED BY THE BOARD AT ANY TIME.

4.3 TENURE

THE EXECUTIVE DIRECTOR, ARTISTIC DIRECTOR, TREASURER AND CLERK SHALL EACH HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE BOARD AND UNTIL A SUCCESSOR IS ELECTED AND QUALIFIED, AND OTHER OFFICERS SHALL SERVE AT THE PLEASURE OF THE BOARD.

4.4 EXECUTIVE DIRECTOR

UNLESS OTHERWISE DETERMINED BY THE BOARD, THE EXECUTIVE DIRECTOR SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND, SUBJECT TO THE CONTROL OF THE BOARD, SHALL HAVE GENERAL CHARGE AND SUPERVISION OF THE DAILY AFFAIRS OF THE CORPORATION. IF NO CHAIR OF THE BOARD IS ELECTED, THE EXECUTIVE DIRECTOR SHALL PRESIDE AT ALL MEETINGS OF THE BOARD, EXCEPT AS THE DIRECTORS OTHERWISE DETERMINE. THE EXECUTIVE DIRECTOR SHALL HAVE SUCH OTHER DUTIES AND POWERS AS THE BOARD SHALL DETERMINE. THE EXECUTIVE DIRECTOR SHALL BE AN EX OFFICIO MEMBER OF THE BOARD.

4.5 ARTISTIC DIRECTOR

UNLESS OTHERWISE DETERMINED BY THE BOARD, THE ARTISTIC DIRECTOR SHALL BE THE CHIEF ARTISTIC OFFICER OF THE CORPORATION AND SHALL HAVE GENERAL CHARGE AND SUPERVISION OF ALL OF THE ARTISTIC AFFAIRS OF THE CORPORATION, INCLUDING, BUT NOT LIMITED TO, THE HIRING AND FIRING OF ARTISTIC PERSONNEL SUCH AS DIRECTORS, DANCERS, SINGERS, ACTORS, MIMES, AND INSTRUMENTALISTS. THE ARTISTIC DIRECTOR SHALL HAVE FINAL JUDGMENT AND SAY IN ALL MATTERS PERTAINING TO THE PUBLIC PERFORMANCES OF THE CORPORATION. THE ARTISTIC DIRECTOR SHALL, IN CONJUNCTION WITH THE BOARD AND THE EXECUTIVE DIRECTOR, DEVELOP THE OVERALL VISION AND GOALS OF THE CORPORATION. THE ARTISTIC DIRECTOR SHALL HAVE SUCH OTHER DUTIES AND POWERS AS THE BOARD SHALL DETERMINE AND SHALL BE AN EX OFFICIO MEMBER OF THE BOARD.

4.6 TREASURER

THE TREASURER SHALL BE THE CHIEF FINANCIAL OFFICER OF THE CORPORATION. HE/SHE SHALL BE IN CHARGE OF ITS FINANCIAL AFFAIRS, FUNDS, SECURITIES, AND VALUABLE PAPERS AND SHALL KEEP FULL AND ACCURATE RECORDS THEREOF. THE TREASURER SHALL SERVE WITHOUT REQUIREMENT OF A BOND. IF THE TREASURER IS ABSENT FROM ANY MEETINGS OF THE BOARD, A TEMPORARY TREASURER CHOSEN AT THE MEETING SHALL EXERCISE THE DUTIES OF THE TREASURER AT THE MEETING. HE/SHE SHALL HAVE SUCH OTHER DUTIES AND POWERS AS DESIGNATED BY THE

BOARD OR THE EXECUTIVE DIRECTOR.

4.7 CLERK

THE CLERK SHALL RECORD AND MAINTAIN RECORDS OF ALL PROCEEDINGS OF THE BOARD IN A BOOK OR BOOKS KEPT FOR THE PURPOSE AND SHALL HAVE CUSTODY OF THE SEAL OF THE CORPORATION. IF THE CLERK IS ABSENT FROM ANY MEETING OF THE BOARD, A TEMPORARY CLERK CHOSEN AT THE MEETING SHALL EXERCISE THE DUTIES OF THE CLERK AT THE MEETING.

4.8 OTHER OFFICERS

OTHER OFFICERS SHALL HAVE SUCH DUTIES AND POWERS AS MAY BE DESIGNATED FROM TIME TO TIME BY THE BOARD.

4.9 RESIGNATION

ANY OFFICER MAY RESIGN AT ANY TIME BY DELIVERING HIS/HER RESIGNATION IN WRITING TO THE CHAIR OF THE BOARD, IF ANY, OR THE EXECUTIVE DIRECTOR, OR THE CLERK, OR TO THE CORPORATION AT ITS PRINCIPAL OFFICE. SUCH RESIGNATION SHALL BE EFFECTIVE UPON RECEIPT UNLESS SPECIFIED TO BE EFFECTIVE AT SOME OTHER TIME.

4.10 REMOVAL

ANY OFFICER MAY BE REMOVED WITH OR WITHOUT CAUSE AT ANY TIME BY THE VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE.

4.11 VACANCIES

ANY VACANCY IN ANY OFFICE MAY BE FILLED BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE.

SECTION 5. COMMITTEES

5.1 COMMITTEES

THE BOARD MAY ELECT OR APPOINT ONE OR MORE COMMITTEES AND MAY DELEGATE TO ANY SUCH COMMITTEE OR COMMITTEES ANY OR ALL OF ITS POWERS, PROVIDED THAT ANY COMMITTEE TO WHICH THE POWERS OF THE DIRECTORS ARE DELEGATED SHALL CONSIST SOLELY OF DIRECTORS. UNLESS THE BOARD OTHERWISE DETERMINES, COMMITTEES SHALL CONDUCT THEIR AFFAIRS IN THE

SAME MANNER AS IS PROVIDED IN THESE BY-LAWS FOR THE DIRECTORS. THE MEMBERS OF ANY COMMITTEE SHALL REMAIN IN OFFICE AT THE PLEASURE OF THE BOARD.

5.2 THE FINANCE COMMITTEE

THERE SHALL BE A FINANCE COMMITTEE CHARGED WITH MONITORING THE FISCAL OPERATIONS OF THE CORPORATION. THE FINANCE COMMITTEE SHALL ASSIST THE EXECUTIVE DIRECTOR IN DEVELOPING AN ANNUAL BUDGET AND WILL ASSURE THAT AN AUDIT IS PERFORMED ANNUALLY. THE FINANCE COMMITTEE SHALL ALSO DEVELOP AND OVERSEE A FUNDRAISING PLAN.

5.3 THE COMMUNITY RELATIONS COMMITTEE

THE COMMUNITY RELATIONS COMMITTEE SHALL WORK WITH THE OFFICERS AND STAFF TO DISSEMINATE INFORMATION ABOUT THE CORPORATION TO ITS DIFFERENT PUBLICS THROUGH THE MEDIA AND BY OTHER MEANS. THIS SHALL INCLUDE, BUT NOT BE LIMITED TO, THE DEVELOPMENT OF NEWS AND PRESS RELEASES.

SECTION 6. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, OR FRIENDS OF THE CORPORATION

THE BOARD MAY DESIGNATE PERSONS OR GROUPS OF PERSONS AS SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, OR FRIENDS OF THE CORPORATION OR SUCH OTHER TITLE AS THEY DEEM APPROPRIATE. SUCH PERSONS SHALL SERVE IN AN HONORARY CAPACITY AND, EXCEPT AS THE BOARD SHALL OTHERWISE DESIGNATE, SHALL IN SUCH CAPACITY HAVE NO RIGHT TO NOTICE OF OR TO VOTE AT ANY MEETING, SHALL NOT BE CONSIDERED FOR PURPOSES OF ESTABLISHING A QUORUM, AND SHALL HAVE NO OTHER RIGHTS AND RESPONSIBILITIES.

SECTION 7. INDEMNIFICATION

THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED AT ANY TIME AS A DIRECTOR OR OFFICER OF THE CORPORATION OR OF ANY OF ITS SUBSIDIARIES, OR WHO AT THE REQUEST OF THE CORPORATION MAY SERVE OR AT ANY TIME HAS SERVED AS A DIRECTOR OR OFFICER OF, OR IN A SIMILAR CAPACITY WITH, ANOTHER ORGANIZATION OR AN EMPLOYEE BENEFIT PLAN, AGAINST ALL EXPENSES AND

LIABILITIES (INCLUDING COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES, AND AMOUNTS PAYABLE IN SETTLEMENTS) REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE, IN WHICH SUCH PERSON MAY BECOME INVOLVED BY REASON OF SERVING OR HAVING SERVED IN SUCH CAPACITY (OTHER THAN A PROCEEDING VOLUNTARILY INITIATED BY SUCH PERSON UNLESS HE/SHE IS SUCCESSFUL ON THE MERITS, THE PROCEEDING WAS AUTHORIZED BY THE CORPORATION OR THE PROCEEDING SEEKS A DECLARATORY JUDGMENT REGARDING HIS/HER OWN CONDUCT); PROVIDED THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE/SHE SHALL HAVE BEEN FINALLY ADJUDICATED IN ANY PROCEEDING NOT HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS/HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION OR, TO THE EXTENT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN; AND PROVIDED, FURTHER, THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH PERSON, PURSUANT TO A CONSENT DECREE OR OTHERWISE, THE PAYMENT AND INDEMNIFICATION THEREOF HAVE BEEN APPROVED BY THE CORPORATION, WHICH APPROVAL SHALL NOT UNREASONABLY BE WITHHELD, OR BY A COURT OF COMPETENT JURISDICTION. SUCH INDEMNIFICATION SHALL INCLUDE PAYMENT BY THE CORPORATION OF EXPENSES INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION OR PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION OR PROCEEDING, UPON RECEIPT OF AN UNDERTAKING BY THE PERSON INDEMNIFIED TO REPAY SUCH PAYMENT IF HE/SHE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS SECTION, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REGARD TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT.

A PERSON ENTITLED TO INDEMNIFICATION HEREUNDER WHOSE DUTIES INCLUDE SERVICE OR RESPONSIBILITIES AS A FIDUCIARY WITH RESPECT TO A SUBSIDIARY OR OTHER ORGANIZATION SHALL BE DEEMED TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS/HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IF HE/SHE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS/HER ACTION WAS IN THE BEST INTERESTS OF SUCH SUBSIDIARY OR ORGANIZATION OR OF THE PARTICIPANTS OR BENEFICIARIES OF, OR OTHER PERSONS WITH INTERESTS IN, SUCH SUBSIDIARY OR ORGANIZATION TO WHOM HE/SHE HAD A FIDUCIARY DUTY.

WHERE INDEMNIFICATION HEREUNDER REQUIRES AUTHORIZATION OR APPROVAL BY THE CORPORATION, SUCH AUTHORIZATION OR APPROVAL SHALL BE CONCLUSIVELY DEEMED TO HAVE BEEN OBTAINED, AND IN ANY CASE, WHERE A DIRECTOR OF THE CORPORATION APPROVES THE PAYMENT OF INDEMNIFICATION, SUCH DIRECTOR SHALL BE WHOLLY PROTECTED IF:

(I) THE PAYMENT HAS BEEN APPROVED OR RATIFIED (1) BY A MAJORITY VOTE OF A QUORUM OF THE DIRECTORS CONSISTING OF PERSONS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDINGS, OR (2) BY A MAJORITY VOTE OF A COMMITTEE OF

ONE OR MORE DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING AND ARE SELECTED FOR THIS PURPOSE BY THE FULL BOARD (IN WHICH SELECTION DIRECTORS WHO ARE PARTIES MAY PARTICIPATE); OR

(II) THE ACTION IS TAKEN IN RELIANCE UPON THE OPINION OF INDEPENDENT LEGAL COUNSEL (WHO MAY BE COUNSEL TO THE CORPORATION) APPOINTED FOR THE PURPOSE BY VOTE OF THE DIRECTORS OR IN THE MANNER SPECIFIED IN CLAUSES (1) OR (2) OF SUBPARAGRAPH (I); OR

(III) THE PAYMENT IS APPROVED BY A COURT OF COMPETENT JURISDICTION; OR

(IV) THE DIRECTORS HAVE OTHERWISE ACTED IN ACCORDANCE WITH THE APPLICABLE LEGAL STANDARD OF CONDUCT.

ANY INDEMNIFICATION OR ADVANCE OF EXPENSES UNDER THIS SECTION SHALL BE PAID PROMPTLY, AND IN ANY EVENT WITHIN THIRTY (30) DAYS, AFTER THE RECEIPT BY THE CORPORATION OF A WRITTEN REQUEST THEREFORE FROM THE PERSON TO BE INDEMNIFIED, UNLESS WITH RESPECT TO A CLAIM FOR INDEMNIFICATION THE CORPORATION SHALL HAVE DETERMINED THAT THE PERSON IS NOT ENTITLED TO INDEMNIFICATION. IF THE CORPORATION DENIES THE REQUEST OR IF PAYMENT IS NOT MADE WITH SUCH THIRTY- (30-) DAY PERIOD, THE PERSON SEEKING TO BE INDEMNIFIED MAY AT ANY TIME THEREAFTER SEEK TO ENFORCE HIS/HER RIGHTS HEREUNDER IN A COURT OF COMPETENT JURISDICTION AND, IF SUCCESSFUL IN WHOLE OR IN PART, HE/SHE SHALL BE ENTITLED ALSO TO INDEMNIFICATION FOR THE EXPENSES OF PROSECUTING SUCH ACTION. UNLESS OTHERWISE PROVIDED BY LAW, THE BURDEN OF PROVING THAT THE PERSON IS NOT ENTITLED TO INDEMNIFICATION SHALL BE ON THE CORPORATION.

THE RIGHT OF INDEMNIFICATION UNDER THIS SECTION SHALL BE A CONTRACT RIGHT INURING TO THE BENEFIT OF THE DIRECTORS, OFFICERS, AND OTHER PERSONS ENTITLED TO BE INDEMNIFIED HEREUNDER AND NO AMENDMENT OR REPEAL OF THIS SECTION SHALL ADVERSELY AFFECT ANY RIGHT OF SUCH DIRECTOR, OFFICER OR OTHER PERSON EXISTING AT THE TIME OF SUCH AMENDMENT OR REPEAL.

THE INDEMNIFICATION PROVIDED HEREUNDER SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF A DIRECTOR, OFFICER, OR OTHER PERSON ENTITLED TO INDEMNIFICATION HEREUNDER. THE INDEMNIFICATION PROVIDED HEREUNDER MAY, TO THE EXTENT AUTHORIZED BY THE CORPORATION, APPLY TO THE DIRECTORS, OFFICERS, AND OTHER PERSONS ASSOCIATED WITH CONSTITUENT CORPORATIONS THAT HAVE BEEN MERGED INTO OR CONSOLIDATED WITH THE CORPORATION WHO WOULD HAVE BEEN ENTITLED TO INDEMNIFICATION HEREUNDER HAD THEY SERVED IN SUCH CAPACITY WITH OR AT THE REQUEST OF THE CORPORATION.

THE RIGHT OF INDEMNIFICATION UNDER THIS SECTION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTOR, OFFICER, OR OTHER PERSONS MAY BE ENTITLED. NOTHING CONTAINED IN THIS SECTION

SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATION EMPLOYEES OR AGENTS, OTHER THAN DIRECTORS, OFFICERS, AND OTHER PERSONS ENTITLED TO INDEMNIFICATION HEREUNDER MAY BE ENTITLED BY CONTRACT OR OTHERWISE BY LAW.

SECTION 8. SEAL AND FISCAL YEAR

8.1 CORPORATE SEAL

THE SEAL OF THE CORPORATION SHALL BE CIRCULAR IN FORM WITH THE NAME OF THE CORPORATION AROUND THE PERIPHERY AND THE YEAR AND STATE OF INCORPORATION WITHIN OR SUCH OTHER FORM AS THE BOARD MAY DETERMINE.

8.2 FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL END ON JUNE 30 IN EACH YEAR OR SUCH OTHER DATE AS THE BOARD MAY DETERMINE.

SECTION 9. DISSOLUTION

THIS CORPORATION SHALL BE DISSOLVED IF IT IS JUDICIALLY OR ADMINISTRATIVELY DETERMINED THAT THE PUBLIC PURPOSE CAN NO LONGER BE FULFILLED AS INTENDED.

SECTION 10. AMENDMENT

THESE BY-LAWS MAY BE AMENDED OR REPEALED, IN WHOLE OR IN PART, BY VOTE OF A MAJORITY OF THE DIRECTORS THEN IN OFFICE AT ANY MEETING OF THE DIRECTORS.

ARTICLE V

THE BY-LAWS OF THE CORPORATION HAVE BEEN DULY ADOPTED AND THE INITIAL DIRECTORS, PRESIDENT, TREASURER AND CLERK HAVE BEEN DULY ELECTED.

ARTICLE VI

THE EFFECTIVE DATE OF ORGANIZATION OF THE CORPORATION SHALL BE THE DATE APPROVED AND FILED BY THE SECRETARY OF STATE.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, WE, WHOSE SIGNATURES APPEAR BELOW AS INCORPORATORS AND WHOSE NAMES AND

BUSINESS OR RESIDENTIAL ADDRESSES BENEATH EACH SIGNATURE DO HEREBY ASSOCIATE WITH THE INTENTION OF FORMING THIS BUSINESS ENTITY UNDER THE PROVISIONS OF CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND AND DO HEREBY SIGN THESE ARTICLES OF ORGANIZATION AS INCORPORATORS THIS

ARTICLE V

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

No. and Street: 29 STONY ACRE DRIVE
City or Town: CRANSTON State: RI Zip: 02920

The name of its initial registered agent at such address is LILY CATALDI-SIMMERS

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	RICHARD ANTHONY LARRAGA	34 MANNING ROAD DEDHAM, MA 02026 USA
DIRECTOR	PHYLLIS DEGEN TOEGEL	7 RICHMOND AVENUE MILFORD, MA 01757 USA
DIRECTOR	LILY CATALDI-SIMMERS	29 STONY ACRE DRIVE CRANSTON, RI 02920 USA
DIRECTOR	DORA WATERS	36 CHURCH WAY, PO BOX 233 SAUNDERSTOWN, RI 02874 USA
DIRECTOR	BERNICE LEVIN	14 JETHOL DRIVE ASSONET, MA 02702 USA

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	RICHARD ANTHONY LARRAGA	34 MANNING ROAD DEDHAM, MA 02026 USA

ARTICLE VIII

Date when corporate existence is to begin 07/21/2008
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 21 Day of July, 2008 at 8:33:17 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.

RICHARD ANTHONY LARRAGA

Form No. 200
Revised 09/07