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**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**

2008 AUG 25 AM 10:58

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SECRETARY OF STATE  
CORPORATIONS DIV

**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 Desiree Mesolella Memorial Art Scholarship Fund, Inc.
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 keep the spirit and memory of Desiree Mesolella alive by exclusively engaging in charitable and  
educational activities, including awarding individual scholarships or financial assistance to Rhode  
Islanders for the furtherance of their educational pursuits in the arts and further including the making of  
distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal  
Revenue Code, or the corresponding section of any future federal tax code.
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

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5. The address of the initial registered office of the corporation is 155 South Main Street, Suite 405  
(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 Anthony J. Bucci, Jr.  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 6  
(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>
<u>Vincent J. Mesolella</u>	<u>235 Promenade Street, Suite 140, Providence, RI 02908</u>
<u>Donna Mesolella</u>	<u>235 Promenade Street, Suite 140, Providence, RI 02908</u>
<u>Derek Mesolella</u>	<u>235 Promenade Street, Suite 140, Providence, RI 02908</u>
<u>Kenneth Marton</u>	<u>59 Mark Avenue, Lincoln, RI 02865</u>
<u>Mario Martone</u>	<u>59 Mark Avenue, Lincoln, RI 02865</u>
<u>See Attached</u>	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Anthony J. Bucci, Jr.</u>	<u>155 South Main Street, Suite 405, Providence, RI 02903</u>

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

Date: 8-25-08

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.

Anthony J. Bucci  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

**DESIREE MESOLELLA MEMORIAL ART SCHOLARSHIP FUND, INC.**

**Article 4. (Additional Provisions for the Regulation of the Internal Affairs of the Corporation)**

No part of the net earnings of the corporation 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 Article 3 hereof. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

**Article 6. (continuation of Directors)**

James Aceto, 7 Great View Avenue, North Providence, RI

Justin Aceto, 7 Great View Avenue, North Providence, RI

Anthony J. Bucci, Jr, 155 South Main Street, Suite 405, Providence, RI



# 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*

