



**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 The Capital Good Fund

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 provision of affordable microloans, coupled with high-quality technical assistance, to enable low-income Rhode Island entrepreneurs to start or expand their business, or to enable immigrants to apply to become legal permanent residents or citizens.

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:

THE CAPITAL GOOD FUND
BY-LAWS

ARTICLE I: NAME

THE NAME OF THE ORGANIZATION SHALL BE THE CAPITAL GOOD FUND. THE ORGANIZATION SHALL BE INCORPORATED UNDER THE NONPROFIT LAWS OF THE STATE OF RHODE ISLAND.

ARTICLE II: SEAL

THE SEAL OF THE ORGANIZATION SHALL CONTAIN THE NAME AND YEAR THE ORGANIZATION WAS INCORPORATED.

ARTICLE III: PURPOSE

THE PURPOSE OF THE CAPITAL GOOD FUND SHALL BE CHARITABLE AND EDUCATIONAL. SPECIFICALLY, THE PURPOSE OF THE ORGANIZATION SHALL BE TO PROVIDE AFFORDABLE MICROLOANS AND HIGH-QUALITY TECHNICAL ASSISTANCE TO LOW-INCOME PROVIDENCE RESIDENTS FOR INCOME GENERATING

OR LIFE-STABILIZING
PURPOSES CONSISTENT WITH ITS MISSION AND GOALS THROUGHOUT THE CITIES OF
RHODE ISLAND.

ARTICLE IV: MEMBERSHIP

SECTION 1. MEMBERS: THE ORGANIZATION SHALL BE COMPOSED OF LEVELS OF
MEMBERSHIP AS MAY BE

ESTABLISHED BY THE BOARD OF DIRECTORS.

SECTION 2. ANNUAL MEETING AND OTHER MEETINGS: THE ANNUAL MEETING OF THE
CAPITAL GOOD

FUND SHALL BE HELD IN SEPTEMBER EACH YEAR AT A TIME AND PLACE

DETERMINED BY THE BOARD OF
DIRECTORS.

AT THE ANNUAL MEETING, THE MEMBERS PRESENT AND VOTING SHALL ELECT THE
BOARD OF DIRECTORS

FOR THE UPCOMING YEAR AND TRANSACT SUCH BUSINESS AS MAY BE NECESSARY.

SPECIAL MEETING OF THE ORGANIZATION MAY BE CALLED BY ONE OR BOTH
EXECUTIVE DIRECTORS OR BY A

MAJORITY OF THE BOARD OF DIRECTORS.

SECTION 4. NOTICE OF MEETINGS: NOTICE OF THE ANNUAL MEETING SHALL BE SENT
TO EACH MEMBER AT

LEAST TEN (10) DAYS PRIOR TO THE TIME SET FOR THE MEETING. NOTICE OF A
SPECIAL MEETING SHALL BE SENT

TO EACH MEMBER AT LEAST FIVE (5) DAYS PRIOR TO THE TIME SET FOR THE
MEETING.

ARTICLE 5: CONDUCT OF CORPORATE BUSINESS

SECTION 1. ARTICLES OF INCORPORATION OF BYLAWS: THE ACTIVITIES OF THE
CAPITAL GOOD FUND SHALL

BE CONDUCTED IN ACCORDANCE WITH THE ARTICLES OF INCORPORATION AS FILED
WITH THE SECRETARY OF STATE,

STATE OF RHODE ISLAND, FEBRUARY 10, 2009, AND WITH THESE BYLAWS.

SECTION 2. OTHER POLICIES: THE ORGANIZATION SHALL ALSO ADOPT FROM TIME TO
TIME OTHER POLICIES

TO GOVERN PERSONNEL, FINANCIAL AND OTHER MATTERS.

SECTION 3. RULES OF ORDER: ROBERTS RULES OF ORDER NEWLY REVISED SHALL BE
THE PARLIAMENTARY

AUTHORITY FOR ALL MATTERS OF MEETING PROCEDURES ADOPTED BY THE
ORGANIZATION.

ARTICLE V: AMENDMENT OF BYLAWS

THESE BYLAWS MAY BE AMENDED OR NEW BYLAWS ADOPTED BY THE
ORGANIZATION AT ANY TIME

PROVIDED THAT A MAJORITY OF THE BOARD OF DIRECTORS APPROVE THE
AMENDEMENT OR NEW BYLAWS.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS: THE MANAGEMENT AND CONTROL OF THE CAPITAL
GOOD FUND SHALL BE

VESTED IN THE BOARD OF DIRECTORS SUBJECT TO THE PROVISIONS OF THESE
BYLAWS, ARTICLES OF

INCORPORATION, AND DULY AUTHORIZED POLICIES.

SECTION 2. COMPENSATION: DIRECTORS MAY BE REIMBURSED FOR EXPENSES AUTHORIZED BY THE BOARD OF DIRECTORS BUT SHALL NOT BE COMPENSATED FOR SERVICES RENDERED TO THE ORGANIZATION.

ARTICLE X: EXECUTIVE DIRECTORS

THE BOARD OF DIRECTORS SHALL APPOINT ONE OR TWO CO-EXECUTIVE DIRECTOR (EDS). THE ED(S) SHALL BE RESPONSIBLE FOR THE DAY-TO-DAY ADMINISTRATION OF THE ORGANIZATION IMPLEMENTATION OF POLICIES, PROCEDURES, AND PROGRAMS SET BY THE BOARD. THE ED(S) SHALL HAVE GENERAL SUPERVISION OF EMPLOYEES AND PERFORM SUCH DUTIES INCIDENT TO THE OFFICE, SUBJECT TO THE DESERTION OF THE BOARD OF DIRECTORS. THE ED(S) IS IMMEDIATELY RESPONSIBLE TO THE PRESIDENT AND COMMITTEE CHAIRPERSONS. THE ED(S) SHALL ATTEND ALL BOARD OF DIRECTOR MEETINGS IN A NON-VOTING CAPACITY AND REPORT ON THE ACTIVITIES OF THE ORGANIZATION. THE ED(S) SHALL ALSO REVIEW AND COORDINATE PUBLICITY AND MARKETING ACTIVITIES RELATING TO THE ORGANIZATION.

ARTICLE XII: DISTRIBUTION OF ASSETS AFTER TERMINATION

SECTION 1. ASSET INTEREST: NO MEMBER OF THE ORGANIZATION SHALL HAVE, AS AN INDIVIDUAL, AN INTEREST IN OR TITLE TO THE ASSETS OF THE ORGANIZATION AND SUCH ASSETS SHALL BE OWNED, CONTROLLED AND DEVOTED EXCLUSIVELY TO THE PURPOSES OF THE ORGANIZATION.
SECTION 2. ASSET ASSIGNMENT: IN THE EVENT OF THE DISSOLUTION O THE ORGANIZATION OR THE VOLUNTARY OR INVOLUNTARY SURRENDER OR REVOCATION OF THE ORGANIZATION CHARTER, ALL ASSETS THEN BELONGING TO THE ORGANIZATION IN EXCESS OF LIABILITIES SHALL BE ASSIGNED TO OTHER ORGANIZATIONS THAT ARE EXEMPT AS ORGANIZATIONS AS DESCRIBED IN SECTION 501 (C) (3) AN 170 (C) (2) OF THE INTERNAL REVENUE CODE OF 1954 OR CORRESPONDING SECTION OF ANY PRIOR OR FUTURE LAW, OR TO THE FEDERAL, STATE, OR LOCAL GOVERNMENT FOR THE EXCLUSIVE PUBLIC PURPOSE, AS DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE V

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

No. and Street: 618 HOPE ST.
City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of its initial registered agent at such address is ANDREW VICTOR POSNER

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 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	ANDREW VICTOR POSNER	618 HOPE ST. PROVIDENCE, RI 02906 USA
DIRECTOR	MOLLIE WEST	444 BROOK ST. PROVIDENCE, RI 02906 USA
DIRECTOR	RICHART KELLER	50 WILLOW ST. PROVIDENCE, RI 02909 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	MOLLIE WEST	444 BROOK ST. PROVIDENCE, RI 02906 USA
INCORPORATOR	ANDREW VICTOR POSNER	618 HOPE ST. PROVIDENCE, RI 02906 USA

ARTICLE VIII

Date when corporate existence is to begin 02/11/2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 10 Day of February, 2009 at 10:39:11 PM 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.*

MOLLIE WEST
ANDREW VICTOR POSNER

Form No. 200
Revised 09/07

