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 Mens Project 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:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.
TO PROVIDE BOYS IN OUR COMMUNITY WITH THE PERSONAL ENRICHMENT TOOLS TO SUCCESFULLY ENTER MANHOOD. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

THROUGH A THOROUGH INTRODUCTION INTO THE ACTIVITIES OF DAILY LIVING REQUIRED AND A BASIC UNDERSTANDING OF MENS HISTORIC AND CURRENT ROLES IN OUR SOCIETY. OUR GOAL IS TO SOLIDIFY A SENSE OF SELF ESTEEM AND SELF PROFICIENCY IN OUR YOUNGSTERS AND ASSIST WITH SUPPORTING THEIR MOST POSITIVE ATTRIBUTES.

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 MENS PROJECT INC.
BYLAWS
II. BOARD OF DIRECTORS
THE BOARD OF DIRECTORS SHALL SERVE WITHOUT PAY AND CONSIST OF 3 MEMBERS.
ELIGIBILITY CRITERIA, ARE- WILLINGNESS AND AVAILABILITY TO SERVE
- A TWO THIRD POSITIVE VOTE OF CURRENT BOARD MEMBERS PRESENT
BOARD MEMBERS SHALL SERVE 2 TERMS.
VACANCIES SHALL BE FILLED BY THE BOARD, WITH THE RECOMMENDATION OF THE

EXECUTIVE DIRECTOR.
BOARD MEMBERS WITH 3 OF ABSENCES SHALL DISMISSED FROM THE BOARD.*
III. OFFICERS
THE OFFICERS OF THE BOARD SHALL CONSIST OF A CHAIR, VICE CHAIR, SECRETARY, AND TREASURER NOMINATED BY THE BOARD.
ELECTED OFFICERS WILL SERVE A TERM OF ONE YEAR.
(A)THE CHAIR SHALL PRESIDE AT ALL BOARD MEETINGS, APPOINT COMMITTEE MEMBERS, AND PERFORM OTHER DUTIES AS ASSOCIATED WITH THE OFFICE. (B)THE VICE-CHAIR SHALL ASSUME THE DUTIES OF THE CHAIR IN CASE OF THE CHAIR'S ABSENCE. (C)THE SECRETARY SHALL BE RESPONSIBLE FOR THE MINUTES OF THE BOARD, KEEP ALL APPROVED MINUTES IN A MINUTE BOOK, AND SEND OUT COPIES OF MINUTES TO ALL. (D) THE TREASURER SHALL KEEP RECORD OF THE ORGANIZATION'S BUDGET AND PREPARE FINANCIAL REPORTS AS NEEDED.
IV. COMMITTEES
THE BOARD MAY APPOINT STANDING AND AD HOC COMMITTEES AS NEEDED.
V. MEETINGS
6 TIMES PER CALENDAR YEAR.
SPECIAL MEETINGS MAY BE HELD AT ANY TIME WHEN CALLED FOR BY THE CHAIR OR A MAJORITY OF BOARD MEMBERS.
AGENDAS SHALL BE PROVIDED AT LEAST ONE WEEK IN ADVANCE WITH THE EXCEPTION OF EMERGENCY SITUATIONS WHICH WILL BE DETERMINED BY THE CHAIR OR ACTING CHAIR.
VI. VOTING
(A) A MAJORITY OF BOARD MEMBERS CONSTITUTES A QUORUM. (B) IN ABSENCE OF A QUORUM, NO FORMAL ACTION SHALL BE TAKEN EXCEPT TO ADJOURN THE MEETING TO A SUBSEQUENT DATE.
PASSAGE OF A MOTION REQUIRES A SIMPLE MAJORITY (IE, ONE MORE THAN HALF THE MEMBERS PRESENT).
VII. CONFLICT OF INTEREST
ANY MEMBER OF THE BOARD WHO HAS A FINANCIAL, PERSONAL, OR OFFICIAL INTEREST IN, OR CONFLICT (OR APPEARANCE OF A CONFLICT) WITH ANY MATTER PENDING BEFORE THE BOARD, OF SUCH NATURE THAT IT PREVENTS OR MAY PREVENT THAT MEMBER FROM ACTING ON THE MATTER IN AN IMPARTIAL MANNER, WILL OFFER TO THE BOARD TO VOLUNTARILY EXCUSE HIM/HERSELF AND WILL VACATE HIS SEAT AND REFRAIN FROM DISCUSSION AND VOTING ON SAID ITEM.
VIII. FISCAL POLICIES
THE FISCAL YEAR OF THE BOARD SHALL BE THE CALENDAR YEAR.]
IX. AMENDMENTS
THESE BY-LAWS MAY BE AMENDED BY A TWO-THIRD VOTE OF BOARD MEMBERS PRESENT AT ANY MEETING, PROVIDED A QUORUM IS PRESENT AND PROVIDE A COPY OF THE PROPOSED AMENDMEND(S) ARE PROVIDED TO EACH BOARD MEMBER AT LEAST ONE WEEK PRIOR TO SAID MEETING.

ARTICLE V

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

No. and Street: 570 BROAD STREET
City or Town: PROVIDENCE State: RI Zip: 02907

The name of its initial registered agent at such address is ERNEST WRIGHT

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	ERNEST WRIGHT	6 GALLUP STREET PROVIDENCE, RI 02905 USA
DIRECTOR	EDWARD BROOKS	220 AMHERST STREET PROVIDENCE, RI 02909 USA
DIRECTOR	ROY MONTEIRO	401 BENEFIT STREET PROVIDENCE, RI 02903 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	ERNEST WRIGHT	6 GALLUP STREET PROVIDENCE, RI 02905 USA
INCORPORATOR	EDWARD BROOKS	220 AMHERST STREET PROVIDENCE, RI 02909 USA
INCORPORATOR	ROY MONTEIRO	401 BENEFIT STREET PROVENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 03/19/2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 26 Day of February, 2009 at 12:36:05 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.*

ERNEST WRIGHT
EDWARD BROOKS
ROY MONTEIRO

Form No. 200
Revised 09/07