



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 Sensational Foundation of Rhode Island

ARTICLE II

The period of its duration is Perpetual ___

ARTICLE III

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

The purposes for which the Corporation is formed are as follows:

a) To work cooperatively with and provide administrative and financial support to The Adeline LaPlante Memorial Center ("Center"), a Rhode Island charitable corporation which is tax-exempt under Section 501(c)(3) of the Internal Revenue Code, in a manner consistent with its charter and in compliance with federal and state laws.

b) To acquire, merge and consolidate with other non-profit organizations with purposes consistent with the Center, conduct fund raising and capital formation activities and provide administrative support to the Center in an effort to assist in the development and implementation of programs serving the developmentally disabled community.

c) To construct, rehabilitate, convert and operate housing facilities for the elderly, physically handicapped or for persons with mental retardation and related disabilities; to provide related social services within the housing facilities which are consistent with community needs and desires; and

d) To acquire, own, construct, rehabilitate, convert and operate affordable, low-income housing consistent with all applicable state and federal safe harbor requirements; to provide related social services within such housing facilities which are consistent with community needs and desires.

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:

A. THE CORPORATION SHALL HAVE THE FOLLOWING POWERS IN FURTHERANCE OF ITS CORPORATE PURPOSES:

(1) THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION IN ITS CORPORATE NAME.

(2) THE CORPORATION MAY SUE AND BE SUED.

(3) THE CORPORATION MAY HAVE A CORPORATE SEAL WHICH IT MAY ALTER AT ITS PLEASURE.

(4) THE CORPORATION MAY ELECT OR APPOINT DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS, FIX THEIR COMPENSATION AND DEFINE THEIR DUTIES AND OBLIGATIONS.

(5) THE CORPORATION MAY SOLICIT, COLLECT AND RECEIVE MONEY AND OTHER ASSETS AND MAY ADMINISTER FUNDS AND CONTRIBUTIONS RECEIVED BY GRANT, GIFT, DEED, BEQUEST OR DEVISE AND OTHERWISE MAY ACQUIRE MONEY, SECURITIES, PROPERTY, RIGHTS AND SERVICES OF EVERY KIND AND DESCRIPTION, AND MAY HOLD, INVEST, EXPEND, CONTRIBUTE, USE, SELL OR OTHERWISE DISPOSE OF ANY MONEY, SECURITIES, PROPERTY, RIGHTS OR SERVICES SO ACQUIRED FOR THE PURPOSES ABOVE MENTIONED.

(6) THE CORPORATION MAY BORROW MONEY AND MAY MAKE, ACCEPT, ENDORSE, EXECUTE AND ISSUE BONDS, DEBENTURES, PROMISSORY NOTES, AND OTHER CORPORATE OBLIGATIONS, FOR MONIES BORROWED, OR IN PAYMENT FOR PROPERTY ACQUIRED OR FOR ANY OF THE PURPOSES OF THE CORPORATION AND MAY SECURE PAYMENT OF ANY SUCH OBLIGATION BY MORTGAGE, PLEDGE, DEED, INDENTURE, AGREEMENT OR OTHER INSTRUMENT OF TRUST, OR BY OTHER LIEN UPON, ASSIGNMENT OF, OR AGREEMENT IN REGARD TO ALL OR ANY PART OF THE PROPERTY, RIGHTS OR PRIVILEGES OF THE CORPORATION.

(7) THE CORPORATION MAY INVEST AND REINVEST ITS FUNDS IN SUCH MORTGAGES, BONDS, NOTES, DEBENTURES, SHARES OF PREFERRED AND COMMON STOCK, AND ANY OTHER SECURITIES OF ANY KIND WHATSOEVER, AND PROPERTY, REAL, PERSONAL OR MIXED, TANGIBLE OR INTANGIBLE, ALL AS THE CORPORATION'S BOARD OF DIRECTORS SHALL DEEM ADVISABLE AND AS MAY BE PERMITTED BY LAW.

(8) THE CORPORATION MAY PROVIDE ADVICE, SUPPORT, CREDIT, FUNDS, CAPITAL, GIFTS AND ALL OTHER LAWFUL FORMS OF ASSISTANCE, FINANCIAL OR OTHERWISE, TO OR FOR USE IN BUSINESS ENTERPRISES OWNED, OR DESTINED TO BE OWNED BY SAID RESIDENTS AND GROUPS.

(9) THE CORPORATION MAY FURNISH MANAGEMENT, ADMINISTRATIVE AND OTHER BUSINESS ADVICE, SUPPORT, TRAINING AND TECHNICAL ASSISTANCE TO SAID RESIDENTS AND GROUPS IN ORDER TO ENABLE THEM TO DEVELOP NECESSARY SKILLS SUCCESSFULLY TO OPERATE BUSINESS VENTURES.

(9) THE CORPORATION MAY FURNISH MANAGEMENT, ADMINISTRATIVE AND OTHER BUSINESS ADVICE, SUPPORT, TRAINING AND TECHNICAL ASSISTANCE TO SAID RESIDENTS AND GROUPS IN ORDER TO ENABLE THEM TO DEVELOP NECESSARY SKILLS SUCCESSFULLY TO OPERATE BUSINESS VENTURES.

(10) THE CORPORATION MAY AID, SUPPORT AND ASSIST BY GIFTS, CONTRIBUTIONS,

LOANS, INVESTMENTS AND OTHER LAWFUL FORMS OF ASSISTANCE OTHER PERSONS OR ORGANIZATIONS SEEKING TO EXPAND THE OPPORTUNITIES FOR PERSONS WITH MENTAL RETARDATION AND RELATED DISABILITIES.

(11) THE CORPORATION MAY ENGAGE IN THE ACTIVITY OF OPERATING BUSINESS VENTURES FOR THE CHARITABLE PURPOSE OF PROVIDING JOB TRAINING, EMPLOYMENT AND HOUSING OPPORTUNITIES TO PERSONS WITH MENTAL RETARDATION AND RELATED DISABILITIES.

(12) THE CORPORATION MAY BE AN INCORPORATOR OF OTHER CORPORATIONS OF ANY TYPE OR KIND.

(13) THE CORPORATION MAY BE A PARTNER IN A PARTNERSHIP OR OTHERWISE PARTICIPATE IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE THE POWER TO CONDUCT ITSELF, INCLUDING A LIMITED LIABILITY COMPANY, IN ORDER TO CARRY OUT THE PURPOSES OF THE CORPORATION.

(14) THE CORPORATION MAY PROVIDE FOR MEETINGS OF THE MEMBERS TO BE HELD ANYWHERE IN THE UNITES STATES.

(15) THE CORPORATION MAY EXERCISE ALL OTHER RIGHTS AND POWERS CONFERRED UPON CORPORATIONS FORMED UNDER RHODE ISLAND GENERAL LAWS, CHAPTER 7-6, AS NOW IN FORCE OR AS HEREAFTER AMENDED; PROVIDED, HOWEVER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS, INCLUDING THOSE SPECIFICALLY MENTIONED HEREIN, THAT ARE NOT IN FURTHERANCE OF THE SPECIFIC AND PRIMARY (CHARITABLE AND EDUCATIONAL) PURPOSES OF THE CORPORATION.

B. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

C. THE CORPORATION SHALL INDEMNIFY EACH OF ITS DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS (INCLUDING PERSONS WHO SERVE AT ITS REQUEST AS DIRECTORS, OFFICERS, EMPLOYEES, OR OTHER AGENTS OF ANOTHER ORGANIZATION IN WHICH IT HAS AN INTEREST), IN ACCORDANCE WITH RHODE ISLAND GENERAL LAWS, CHAPTER 7-6, SUBJECT TO THE EXCEPTIONS THEREIN, AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE IS NOT AFFECTED THEREBY.

D. NO CONTRACT OR OTHER TRANSACTION OF THE CORPORATION SHALL, IN THE ABSENCE OF FRAUD, BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY MEMBER, DIRECTOR OR OFFICER OF THE CORPORATION OF ANY CORPORATION, FIRM OR ASSOCIATION OF WHICH HE OR SHE MAY BE A DIRECTOR, OFFICER, STOCKHOLDER OR MEMBER MAY BE A PARTY TO OR MAY HAVE AN INTEREST, PECUNIARY OR OTHERWISE, IN ANY SUCH CONTRACT OR OTHER TRANSACTION, PROVIDED THAT THE NATURE AND EXTENT OF HIS OR HER INTEREST WAS DISCLOSED TO, OR KNOWN BY, THE ENTIRE BOARD OF DIRECTORS BEFORE ACTING

ON SUCH CONTRACT OR OTHER TRANSACTION. EXCEPT IN THE CASE OF ANY CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION CONTROLLING, CONTROLLED BY OR UNDER COMMON CONTROL WITH THE CORPORATION, ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR, OFFICER, STOCKHOLDER OR MEMBER OF ANY CORPORATION, FIRM OR ASSOCIATION WITH WHICH THE CORPORATION PROPOSES TO CONTRACT OR TRANACT ANY BUSINESS, OR HAS AN INTEREST, PECUNIARY OR OTHERWISE, IN ANY SUCH CONTRACT OR OTHER TRANSACTION, MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, AND SUCH DIRECTOR SHALL NOT PARTICIPATE IN THE VOTE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION. ANY SUCH CONTRACT OR TRANSACTION MAY BE AUTHORIZED AND APPROVED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE AND NOT DISQUALIFIED BY THIS ARTICLE D TO VOTE ON SUCH MATTERS, EVEN THOUGH THE DISINTERESTED DIRECTORS DO NOT CONSTITUTE A QUORUM.

E. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG OR INURE TO THE BENEFIT OF ANY OFFICER OF DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH; AND NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE OR INCLUDE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION OR PARTICIPATING IN OR INTERVENING IN (INCLUDING THE PUBLISHING AND DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND SHALL NOT BE A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE INTERNAL REVENUE CODE.

F. UPON THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFOR, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISPOSED OF TO THE CENTER, OR IF SUCH CORPORATION NO LONGER EXIST OR IS NO LONGER QUALIFIED UNDER 501(C)(3) OF THE INTERNAL REVENUE CODE, TO ONE OR MORE ORGANIZATIONS WITH PURPOSES SIMILAR TO THE PURPOSES OF THE CORPORATION AND EXEMPT FROM TAXATION UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

G. IN THE EVENT THAT THE CORPORATION IS A PRIVATE FOUNDATION AS THE TERM IS DEFINED IN SECTION 509 OF THE INTERNAL REVENUE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY: THE DIRECTORS SHALL DISTRIBUTE THE INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE. THE DIRECTORS SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE; NOR RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE; NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO INCUR TAX LIABILITY UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE; NOR MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE INTERNAL

REVENUE CODE.

H. ALL REFERENCES HEREIN TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED.

ARTICLE V

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

No. and Street: 317 IRON HORSE WAY

SUITE 301

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is GARY R. PANNONE

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	JAMES MATTIUCCI	816 MIDDLEBRIDGE ROAD WAKEFIELD, RI 02879 USA
DIRECTOR	DAVID PATRIARCA	290 SNUFF MILL ROAD SAUNDERSTOWN, RI 02874 USA
DIRECTOR	ROBERT DERITA	769 MIDDLEBRIDGE ROAD WAKEFIELD, RI 02879 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	GARY R. PANNONE	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin 06/15/2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 11 Day of June, 2009 at 11:13:17 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.*

GARY R. PANNONE

Form No. 200
Revised 09/07

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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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

