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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

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 Holiday Heros, Inc 1
2. The period of its duration is (if perpetual, so state) Perpetual 1
3. The specific purpose or purposes for which the corporation is organized are:
The mission of Holiday Heros is to provide funding to pre-designated charities through funding and
sponsorship of events. These events are designed to raise money for specific charities and will be
Conducted during periods of holiday seasons such as Christmas, Thanksgiving, Easter, Valentines Day,
Haloween and the like.
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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:
Please see attached.

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5. The address of the initial registered office of the corporation is 3288 Post Road
(Street Address, not P.O. Box)
Warwick, RI 02886, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Rhode Island Center For Law And Public Policy, Inc.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(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>Andrew R. Theroux</u>	<u>622 George Washington Highway, Lincoln, RI 02865</u>
<u>Kristina M. Kresge</u>	<u>210 Mountindale Road, Smithfield, RI 02917</u>
<u>Anthony J. Vannini</u>	<u>36 Esmand Street, Smithfield, RI 02917</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Andrew R. Theroux</u>	<u>622 George Washington Highway, Lincoln, RI 02865</u>
<u>Kristina M. Kresge</u>	<u>210 Mountindale Road, Smithfield, RI 02917</u>
<u>Anthony J. Vannini</u>	<u>36 Esmond Street, Smithfield, Rhode Island 02917</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: September 11, 2009

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.

[Signature]
[Signature]
[Signature]

Signature of each Incorporator

Holiday Heros, Inc. Addendum to Question # 4.

This corporation is organized and operated exclusively for the charitable/educational/religious/scientific or other purposes within the meaning of section 501(c)(3) Internal Revenue Code. The specific purpose of the corporation is to host fundraising events from which money raised will be donated to pre-designated public non-profit organizations and charities. Examples of such recipients are Hasbro Children's Hospital, American Red Cross disaster relief funds, and various non-profit charitable organizations. Selection of recipients will be made by our Board of Directors on a quarterly basis.

Notwithstanding any other provision of these activities, Holiday Heros, Inc., shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this 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 corresponding section of any future 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 or shall be disposed of by the Superior Court (or Court of Common Pleas) of the County in which the principal office of the Corporation is then located, exclusively

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STATE OF OHIO
DIVISION OF REVENUE

for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.



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

