

Filing Fee: \$35.00

ID Number: _____



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 CO-Fund Foundation ☐

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:

See Exhibit A attached hereto and incorporated herein.

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 Exhibit B attached hereto and incorporated herein.

FILED

MAR 17 2010

By DS 314
114732

2010 MAR 17 PM 3:16

REC-1
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

5. The address of the initial registered office of the corporation is 180 South Main Street
(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 Theodore B. Howell
(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>Cody Simmons</u>	<u>3020 NW 9th Place, Gainesville, FL 32605</u>
<u>Renee Simmons</u>	<u>3020 NW 9th Place, Gainesville, FL 32605</u>
<u>Alan Harlam</u>	<u>25 George Street, PO Box 1974, Providence, RI 02912</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

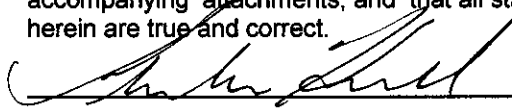
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Theodore B. Howell</u>	<u>180 South Main Street, Providence, RI 02903</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Date: _____

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 of each Incorporator

EXHIBIT A

THIRD: The specific purposes for which the Corporation is organized are:

- (i) To facilitate the solicitation and distribution of funds for disadvantaged and other deserving persons who require financial assistance to fund their college and university expenses.
- (ii) To operate, function, and exist as a nonprofit charitable organization, the net income and assets of which shall be used only for the charitable purposes set forth herein and no part of the net income of which shall inure wholly or in part to the benefit of any individual, whether a director of the Corporation or otherwise, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of such purposes as set forth herein.
- (iii) To establish joint ventures and subsidiary entities to promote and advance such purposes as set forth herein.
- (iv) To conduct such other lawful activities that are consistent with the charitable purposes set forth above for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956), as amended (the "Act").

EXHIBIT B

FOURTH: Provisions for the regulations of the internal affairs of the Corporation, including provisions for the distribution of the assets on dissolution or final liquidation are:

1. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, trustee or officer, except that reasonable compensation may be paid for services rendered to or for the Corporation. In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, trustee, or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof. Upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to an organization or organizations which would then qualify under Sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and the regulations promulgated thereunder (the "Code") and which will use such property to accomplish within the State of Rhode Island one or more exempt purposes for which the Corporation was organized.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax law; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), the Code, or corresponding provisions of any subsequent federal tax laws.

2. No director or officer of the Corporation shall have personal liability to the Corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty of loyalty to the Corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.