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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 USTA Rhode Island National Junior Tennis & Learning Chapter
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 ATTACHED
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 ATTACHED

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5. The address of the initial registered office of the corporation is 174 Columbia Avenue
(Street Address, not P.O. Box)
Cranston, RI 02905, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Tracy Breton
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 4
(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>
Tracy Breton	174 Columbia Avenue, Cranston, RI 02905
Sandy Sweet	476 Main Street, Wakefield, RI 02879
Doua Chapman	20 Brewster Drive, Somerset, MA 02726
John Jasionowski	46 Perrin Avenue, Pawtucket, RI 02861

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Tracy Breton	174 Columbia Avenue, Cranston, RI 02905

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

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.

Date: November 9, 2010

BY: Tracy Breton
Tracy Breton

Signature of each Incorporator

**USTA Rhode Island National Junior Tennis & Learning Chapter
Articles of Incorporation - Attachment**

Attachment for Question # 3:

Article 3. Purpose:

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), to promote and develop the growth of junior and special populations tennis in Rhode Island for the benefit of minors, handicapped, senior citizens, and schools, and to engage in such other tax-exempt activities as the Board of Directors may determine from time to time.

Notwithstanding any other provisions of these activities, USTA Rhode Island National Junior Tennis & Learning Chapter (the "Corporation"), shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under the Code.

Attachment for Question # 4:

Article 4A: Powers.

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's By-Laws. No director shall have any right, title, or interest in or to any property of the Corporation.

Article 4B: Limitation of Liability.

1. The directors and officers of the Corporation shall not be personally liable for any debt, liability or other obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation.

2. To the fullest extent now or hereafter permitted by the General Laws of Rhode Island, no director or officer of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director or officer. No amendment or repeal of this Article 4B shall have any effect on any right or protection of any director or officer for or with respect to acts or omissions occurring prior to such amendment or repeal.

Article 4C: Transactions with Interested Persons.

Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person. For the purposes of this Article 4C, "Interested Person" means any person or organization in any way interested in the Corporation, whether as an officer, director, member, employee or otherwise, and any other entity in which any such person or organization or the Corporation is in any way interested. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to the Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the Board of Directors or a committee thereof, which authorized the contract or transaction, and provided, further, that the Interested Person reasonably believed the contract or transaction to be in the best interests of the Corporation. The provisions of this Section shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or members of the Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction, but shall be inoperative to the extent that the Corporation's exemption from taxation under the Code would be adversely affected thereby.

Article 4D: Amendment of Articles of Organization or By-laws.

1. The Articles of Organization of the Corporation may be amended or repealed at any meeting of the Board of Directors by a vote of two-thirds of the members of the Board of Directors entitled to vote thereon; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting, and provided further that no such action shall be taken, or if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's qualification for exemption under Code Section 501(c)(3).

2. The By-laws shall provide that the Board of Directors may make, amend or repeal the By-laws of the Corporation, in whole or in part, by majority vote; provided, however, that written notice of the proposed change shall be specified in the notice of the meeting, and provided further that no such action shall be taken, or if taken, shall be a valid act of the Corporation, if that action would in any way adversely affect the Corporation's qualification for exemption under Code Section 501(c)(3).

Article 4E: Restrictions on Activities to Comply with Code Section 501(c)(3).

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or employee of the Corporation, any other private person,

or any corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, to reimburse reasonable expenses incurred on behalf of the Corporation, and make payments and distributions in furtherance of the purposes set forth in its Articles.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as now enacted or hereafter amended, or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future tax code.

4. The corporation shall not lend any of its assets to any officer or director of this Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

Article 4F: Restriction on Disposition of Assets Upon Dissolution.

In the event of the dissolution or liquidation of the Corporation, after payment or provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be distributed to one or more organizations with similar purposes which qualify for exemption under Code Section 501(c)(3). Any assets not disposed of in this manner by the Corporation shall be distributed in accordance with an order of a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, provided that such organizations shall have similar purposes and be exempt from taxation under the provisions of said Section 501(c)(3).

Article 4G: Private Foundation Provisions.

In the event that the Corporation is at any time determined by the Internal Revenue Service to be classified as a private foundation, as defined in Code Section 509(a) or any successor provision thereto, then so long as such classification continues the following provisions shall apply, notwithstanding any other provisions of these Articles of Incorporation or the By-laws of the Corporation:

1. The Corporation shall distribute its income for each taxable year, for the purposes it was organized for, at such time and in such amounts so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation and its directors shall not engage in any act of "self-dealing" (as defined in Code Section 4941(d)) which would give rise to any liability for the tax imposed by Code Section 4941(a).
3. The Corporation shall not retain any "excess business holdings" as defined in Code Section 4943(c) of the Code which would give rise to any liability for the tax imposed by Code Section 4943(a).
4. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Code Section 4944).
5. The Corporation shall not make any "taxable expenditures" (as defined in Code Section 4945(d)) which would give rise to any liability for the tax imposed by Code Section 4945(a).

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**To the Rhode Island Secretary of State
Corporations Division**

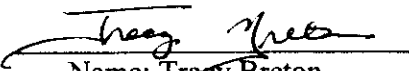
RE: USTA Rhode Island National Junior Tennis & Learning Chapter

CONSENT TO USE OF A NAME

In connection with the filing of the Articles of Incorporation for **USTA Rhode Island National Junior Tennis & Learning Chapter**, a to be formed Rhode Island non-profit corporation, the undersigned hereby consents to the use of the name **USTA Rhode Island National Junior Tennis & Learning Chapter**, including without limitation the use of a "d/b/a" name that is similar thereto.

The undersigned officer of United States Tennis Association: USTA/NEW ENGLAND/RHODE ISLAND, who shall also be an officer of the intended aforementioned non-profit corporation, herein below has caused this consent to be executed on November 9, 2010

United States Tennis Association: USTA/NEW ENGLAND/RHODE ISLAND
*f/k/a Rhode Island Tennis Players Association, Inc., a member organization of the
United States Tennis Association, Inc.*

By: 

Name: Tracy Breton

Title: Vice President