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ID Number: 142695



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 DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is _____
Celebrate Rhode Island

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on March 16, 2011 signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

See attached Exhibit A attached hereto and incorporated herein.

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CORPORATIONS DIVISION

5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 16, 2011

Celebrate Rhode Island

Print Corporate Name

By Cheryl M Martone

President or Vice President (check one)

By Susan Rubin **AND**

Secretary or Assistant Secretary (check one)

Exhibit A
PLAN OF DISTRIBUTION
OF
CELEBRATE RHODE ISLAND

This Plan of Distribution (the "Plan") of Celebrate Rhode Island, a Rhode Island nonprofit corporation (the "Corporation"), is intended to accomplish the complete dissolution of the Corporation through the distribution by it of all of its assets in accordance with the bylaws of the Corporation, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Rhode Island Nonprofit Corporation Act, as amended (the "Act"), pursuant to the following terms and conditions:

1. This Plan shall be and become effective upon its adoption and approval by the directors of the Corporation.
2. After the adoption of this Plan, the Corporation shall cease the active conduct of its business and shall wind up its affairs.
3. On or before December 31, 2011, the Corporation shall pay all of its ascertained liabilities, and shall set aside a reasonable amount in cash for the payment of unascertained or contingent liabilities and expenses. Any balance remaining in such reserve after the payment of liabilities and expenses shall be distributed in accordance with paragraph 4 of this Plan.
4. After the adoption of this Plan, the President may from time to time authorize one or more distributions of the assets and properties of the Corporation, in cash or in kind, to an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequently-amended or substituted law of the United States (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code, retaining such assets as he deems necessary to meet unascertained or contingent liabilities of the Corporation pursuant to paragraph 3 above; provided, however, that all distributions that are described in section 501(c)(3) of the Code shall be made on a pro rata basis and shall be made on or before December 31, 2011.
5. The President is authorized, empowered and directed to proceed in accordance with the resolutions hereby adopted by the directors of the Corporation, the President being hereby further authorized to perform any acts or execute and deliver any documents that the President deems necessary or desirable to effectuate the intent of the directors of the Corporation to dissolve the Corporation in accordance with this Plan.



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

