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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

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By gpk
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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 THE COLLETTE 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.

5. The address of the initial registered office of the corporation is 162 Middle Street
(Street Address, not P.O. Box)
Pawtucket, RI 02861, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Daniel J. Sullivan, Jr.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is three (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>Daniel J. Sullivan, Jr.</u>	<u>16 Garwaine Drive, Lincoln, RI 02865</u>
<u>John Galvin</u>	<u>62 Carriage Drive, Lincoln, RI 02865</u>
<u>Michael F. Horan</u>	<u>393 Armistice Blvd., Pawtucket, RI 02861</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Daniel J. Sullivan, Jr.</u>	<u>16 Garwaine Drive, Lincoln, RI 02865</u>
<u>John Galvin</u>	<u>62 Carriage Drive, Lincoln, RI 02865</u>
<u>Michael F. Horan</u>	<u>393 Armistice Blvd., Pawtucket, RI 02861</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin January 31 2007
(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: January 2, 2007

[Signature]
[Signature]

Signature of each incorporator

EXHIBIT A

[Pertaining to Article Third]

The specific purpose for which the Foundation and Corporation is organized to identify and provide funding for projects in the United States and other foreign countries which are primarily located within Collette Vacations escorted tour areas and (a) are primarily dedicated to the promotion of the health, welfare and education of needy children, or (b) projects that are primarily dedicated to the restoration, renewal or rehabilitation of historic cultural sites.

An additional purpose or goal of the Foundation or Corporation will be to solicit additional funds and contributions from other persons, parties and entities to this Foundation to assist The Collette Foundation in the attainment of these purposes and goals.

EXHIBIT B

[Pertaining to Article Fourth]

1. The Corporation is not organized for profit, and no part of the net income or profit of the Corporation shall inure to the benefit of any member, officer or director, or be distributable to any member, officer or director (except that reasonable compensation may be paid for services rendered to or on behalf of the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and 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 Board of Directors or, in default thereof, an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or one or more organizations that would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, such property to be used by the State of Rhode Island or such Section 501(c)(3) organizations to accomplish the purposes for which the Corporation is organized.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not have the power to do anything or take any action which would cause it to cease to qualify as an exempt non-profit corporation under Section 501(c)(3) of the Code.

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.