



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Center for the Advancement of Sustainability Economics, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

The purposes of the corporation are to: sponsor academic symposia and other educational events to bring together different cultures and countries for the advancement of sustainability economics and environmentally-friendly, renewable technologies; provide extensive education to individuals, industry leaders and government officials concerning the wide array of benefits of advance sustainability economics and environmentally-friendly, renewable technologies; advance sustainability economics through the development and proliferation of environmentally-friendly, renewable technologies; and to conduct any other activity permitted of a non-profit corporation pursuant to the General Laws of the State of Rhode Island and permitted of charitable, educational, or religious organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), and its regulations thereunder, as it may be amended from time to time.

ARTICLE IV

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:

OTHER LAWFUL PROVISIONS, IF ANY, FOR THE CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING, DEFINING, OR REGULATING THE POWERS OF THE CORPORATION, OR OF ITS DIRECTORS OR MEMBERS, OR OF ANY CLASS OF MEMBERS, ARE AS FOLLOWS:

THE CORPORATION SHALL HAVE THE FOLLOWING POWERS IN FURTHERANCE OF ITS CORPORATE PURPOSES:

4.1 THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION IN ITS CORPORATE NAME.

4.2 THE CORPORATION MAY SUE AND BE SUED.

4.3 THE CORPORATION MAY HAVE A CORPORATE SEAL, WHICH IT MAY ALTER FROM TIME TO TIME.

4.4 THE CORPORATION MAY ELECT OR APPOINT DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS, FIX THEIR COMPENSATION, DEFINE THEIR DUTIES AND OBLIGATIONS, AND INDEMNIFY SUCH CORPORATE PERSONNEL.

4.5 THE CORPORATION MAY PURCHASE, RECEIVE OR TAKE BY GRANT, GIFT, DEVISE, BEQUEST, LEASE, ACQUIRE, OWN, HOLD, IMPROVE, EMPLOY, USE AND OTHERWISE DEAL IN AND WITH, REAL OR PERSONAL PROPERTY, OR ANY OTHER INTEREST THEREIN, WHEREVER SITUATED.

4.6 THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD, IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.

4.7 THE CORPORATION MAY SELL, CONVEY, LEASE, EXCHANGE, TRANSFER OR OTHERWISE DISPOSE OF, MORTGAGE, PLEDGE, ENCUMBER OR CREATE A SECURITY INTEREST IN, ANY AND ALL OF ITS PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED.

4.8 THE CORPORATION MAY PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, EMPLOY, SELL, LEND, LEASE, EXCHANGE, TRANSFER, OR OTHERWISE DISPOSE OF, MORTGAGE, PLEDGE, USE AND OTHERWISE DEAL IN AND WITH, BONDS AND OTHER OBLIGATIONS, SHARES, OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL, OR OTHER ACTIVITIES.

4.9 THE CORPORATION MAY MAKE CONTRACTS, GIVE GUARANTEES IN FURTHERANCE OF ITS CORPORATE PURPOSES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED.

4.10 THE CORPORATION MAY LEND MONEY, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.

4.11 THE CORPORATION MAY BORROW MONEY AND ISSUE EVIDENCE OF INDEBTEDNESS IN FURTHERANCE OF ANY AND ALL OF THE OBJECTS OF ITS BUSINESS AND TO SECURE THE SAME BY MORTGAGE, PLEDGE OR OTHER LIEN ON THE CORPORATION'S PROPERTY.

4.12 TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C) OF THE CODE IS NOT AFFECTED THEREBY, THE CORPORATION MAY DO BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THE STATE OF RHODE ISLAND, IN ANY JURISDICTION WITHIN OR WITHOUT THE UNITED STATES, ALTHOUGH THE CORPORATION SHALL NOT BE OPERATED FOR THE PRIMARY PURPOSE OF CARRYING ON FOR PROFIT A TRADE OR BUSINESS UNRELATED TO ITS TAX EXEMPT PURPOSES.

4.13 THE CORPORATION MAY PAY PENSIONS, ESTABLISH AND CARRY OUT PENSIONS, SAVINGS, THRIFT AND OTHER RETIREMENT AND BENEFIT PLANS, TRUSTS AND PROVISIONS FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS AND EMPLOYEES.

4.14 THE CORPORATION MAY MAKE DONATIONS IN SUCH AMOUNTS AS THE DIRECTORS SHALL DETERMINE, IRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE OR FOR COMMUNITY FUND, HOSPITAL, CHARITABLE, EDUCATIONAL, SCIENTIFIC, CIVIC, OR SIMILAR PURPOSES, AND IN TIME OF WAR OR OTHER NATIONAL EMERGENCY IN AID THEREOF; PROVIDED THAT, AS LONG AS THE CORPORATION IS ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, IT SHALL MAKE NO CONTRIBUTION FOR OTHER

THAN CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY OR EDUCATIONAL PURPOSES OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS.

4.15 TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C) OF THE CODE IS NOT AFFECTED THEREBY, THE CORPORATION MAY BE AN INCORPORATOR OF OTHER CORPORATIONS OF ANY TYPE OR KIND.

4.16 TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C) OF THE CODE IS NOT AFFECTED THEREBY, THE CORPORATION MAY BECOME A PARTNER IN ANY GENERAL OR LIMITED PARTNERSHIP OR IN ANY JOINT VENTURE OR IN ANY OTHER BUSINESS ENTERPRISE ORGANIZED FOR THE PURPOSE OF ACCOMPLISHING ANY OF THE PURPOSES CONTAINED IN THESE ARTICLES OF ORGANIZATION.

4.17 THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF THAT BY LAW OR BY THE BY-LAWS REQUIRES ACTION BY THE MEMBERS.

4.18 IN ADMINISTERING ITS PROGRAMS AND ACTIVITIES, THE CORPORATION AND INDIVIDUALS ACTING ON BEHALF OF THE CORPORATION, SHALL NOT DISCRIMINATE ON THE BASIS OF RACE, CLASS, RELIGION, GENDER, AGE, PHYSICAL DISABILITY, SEXUAL ORIENTATION, PLACE OF ORIGIN OR HERITAGE, AND NATIONALITY.

4.19 EXCEPT TO THE EXTENT THAT THE STATE OF RHODE ISLAND GENERAL LAWS PROHIBIT THE ELIMINATION OR LIMITATION OF LIABILITY OF DIRECTORS FOR BREACHES OF FIDUCIARY DUTY, NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS A DIRECTOR, NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. NO AMENDMENT TO OR REPEAL OF THIS PROVISION SHALL APPLY TO, OR HAVE ANY EFFECT ON, THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT.

4.20 MEETINGS OF THE DIRECTORS MAY BE HELD ANYWHERE IN THE UNITED STATES.

4.21 THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501(C)(3) OF THE CODE IS NOT AFFECTED THEREBY, INDEMNIFY EACH OF ITS DIRECTORS AND OFFICERS (INCLUDING PERSONS WHO SERVE AT ITS REQUEST AS DIRECTORS, OFFICERS, OR TRUSTEES OF ANOTHER ORGANIZATION IN WHICH IT HAS ANY INTEREST, DIRECT OR INDIRECT, OR OTHERS OR WHO SERVE AT ITS REQUEST IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN) (THE "INDEMNITEE"), AGAINST ALL CHARGES (AS HEREINAFTER DEFINED) REASONABLY INCURRED BY THE INDEMNITEE IN CONNECTION WITH ANY CLAIM, ACTION, SUIT, OR OTHER PROCEEDING OR INVESTIGATION, WHETHER CIVIL OR CRIMINAL AND INCLUDING APPEALS (THE "PROCEEDING"), IN WHICH THE COMMITTEE MAY BE INVOLVED OR WITH WHICH THE INDEMNITEE MAY BE A THREATENED PARTY, WHILE IN OFFICE OR THEREAFTER, BY REASON OF THE INDEMNITEE BEING OR HAVING BEEN SUCH A DIRECTOR, OFFICER, OR TRUSTEE, EXCEPT (A) WITH RESPECT TO MATTER AS TO WHICH THE INDEMNITEE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT THE INDEMNITEE'S ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION (OR, TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE

BENEFIT PLAN) OR, IN THE CASE OF A CRIMINAL PROCEEDING, TO HAVE HAD REASONABLE CAUSE TO BELIEVE THAT THE CONDUCT IN QUESTION WAS UNLAWFUL (THE "INDEMNIFICATION STANDARDS"); OR (B) WITH RESPECT TO ANY MATTER AS TO WHICH NO ADJUDICATION AS TO THE ISSUE OF THE INDEMNIFICATION STANDARD HAS OCCURRED WHEREBY THE CORPORATION MAY INDEMNIFY ANY INDEMNITEE UNLESS IT IS DETERMINED (A) BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DIRECTORS WHO WERE NOT PARTIES TO SUCH PROCEEDING; OR (B) BY INDEPENDENT LEGAL COUNSEL IN A WRITTEN OPINION (WHICH COUNSEL SHALL BE APPOINTED IF SUCH QUORUM IS NOT OBTAINABLE) THAT THE INDEMNITEE DID NOT MEET THE INDEMNIFICATION STANDARD; PROVIDED, HOWEVER, THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY THE INDEMNITEE, PURSUANT TO A CONSENT DECREE OR OTHERWISE, NO INDEMNIFICATION FOR ANY CHARGES SHALL BE PROVIDED UNLESS SUCH COMPROMISE SHALL BE APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT IT INVOLVES SUCH INDEMNIFICATION: (A) BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DIRECTORS WHO WERE NOT PARTIES TO SUCH PROCEEDING NOTWITHSTANDING THE ABOVE; OR (B) INDEPENDENT LEGAL COUNSEL IN A WRITTEN OPINION (WHICH COUNSEL SHALL BE APPOINTED IF SUCH QUORUM IS NOT OBTAINABLE) TO THE EFFECT THAT SUCH INDEMNITEE ACTED IN ACCORDANCE WITH THE INDEMNIFICATION STANDARD.

THE BOARD OF DIRECTORS MAY, BY GENERAL VOTE OR BY VOTE PERTAINING TO A SPECIFIC EMPLOYEE OR AGENT OR CLASS THEREOF, AUTHORIZE INDEMNIFICATION OF THE CORPORATION'S EMPLOYEES AND AGENTS, OTHER THAN THOSE OFFICERS, DIRECTORS, AND PERSONS REFERRED TO IN THE ABOVE PARAGRAPH, TO WHATEVER EXTENT THEY MAY DETERMINE, WHICH MAY BE IN THE SAME MANNER AND TO THE SAME EXTENT PROVIDED ABOVE.

EXPENSES, INCLUDING ATTORNEYS' FEES, REASONABLY INCURRED BY ANY INDEMNITEE IN CONNECTION WITH THE PROCEEDING, DEFENSE OR DISPOSITION OF ANY PROCEEDING SHALL BE PAID BY THE CORPORATION, IN ADVANCE OF THE FINAL DISPOSITION THEREOF, NO LATER THAN FORTY-FIVE (45) DAYS AFTER THE WRITTEN REQUEST OF THE INDEMNITEE FOR SUCH ADVANCE, UNLESS IT IS DETERMINED (A) BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DIRECTORS WHO WERE NOT PARTIES TO SUCH PROCEEDING; OR (B) BY INDEPENDENT LEGAL COUNSEL IN A WRITTEN OPINION (WHICH COUNSEL SHALL BE APPOINTED IF SUCH QUORUM IS NOT OBTAINABLE) THE INDEMNITEE DID NOT MEET THE INDEMNIFICATION STANDARDS; PROVIDED, HOWEVER, THAT SUCH ADVANCES SHALL ONLY BE MADE UPON RECEIPT OF AN UNDERTAKING BY THE INDEMNITEE TO REPAY THE AMOUNTS SO PAID TO THE CORPORATION IF IT IS ULTIMATELY DETERMINED THAT INDEMNIFICATION FOR SUCH EXPENSES IS NOT AUTHORIZED UNDER THIS ARTICLE 4.21, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF THE INDEMNITEE TO MAKE REPAYMENT. THE INDEMNIFICATION PROVIDED BY THIS ARTICLE 4.21 SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY INDEMNITEE SEEKING INDEMNIFICATION MAY BE ENTITLED UNDER ANY BY-LAW, AGREEMENT OR OTHERWISE, BOTH AS TO ACTION IN THE INDEMNITEE'S OFFICIAL CAPACITY AND TO ACTION IN ANOTHER CAPACITY WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH INDEMNITEE. ALL RIGHTS TO INDEMNIFICATION UNDER THIS ARTICLE 4.21 SHALL BE DEEMED TO BE IN THE NATURE OF A CONTRACTUAL OBLIGATION OF THE CORPORATION BARGAINED FOR BY EACH INDEMNITEE WHO SERVES IN SUCH CAPACITY AT ANY TIME WHILE THESE ARTICLES AND OTHER RELEVANT PROVISIONS OF THE STATE OF RHODE ISLAND GENERAL LAWS AND

OTHER APPLICABLE LAW, IF ANY, ARE IN EFFECT. NO REPEAL OR MODIFICATION OF THESE ARTICLES SHALL ADVERSELY AFFECT ANY SUCH RIGHTS OR OBLIGATIONS THEN EXISTING WITH RESPECT TO ANY STATES OF FACTS THEN OR THEREFORE EXISTING OR ANY PROCEEDING THERETOFORE OR THEREAFTER BROUGHT BASED IN WHOLE OR IN PART UPON ANY SUCH STATE OF FACTS. THE CORPORATION SHALL ALSO INDEMNIFY INDEMNITEE FOR ATTORNEYS' FEES, COSTS AND EXPENSES IN CONNECTION WITH THE SUCCESSFUL ENFORCEMENT OF THE INDEMNITEE'S RIGHT UNDER THIS ARTICLE 4.21.

AS USED IN THIS ARTICLE 4.21 THE TERMS "CHARGES" SHALL INCLUDE, WITHOUT LIMITATION, JUDGMENT AWARDS, AMOUNTS PAID IN SETTLEMENT, EXCISE TAXES, AWARDS BY OTHER TRIBUNALS OR BODIES, ATTORNEYS' FEES, COSTS, FINES, PENALTIES, AND OTHER LIABILITIES ACTUALLY AND REASONABLY INCURRED BY ANY INDEMNITEE IN CONNECTION WITH ANY PROCEEDING.

THE CORPORATION WILL PROMPTLY PAY ANY INDEMNITEE. IF THE BOARD OF DIRECTORS DETERMINES THAT THE INDEMNIFICATION STANDARD OF CONDUCT HAS NOT BEEN MET, THE PERSON SEEKING INDEMNIFICATION MAY PETITION A COURT FOR AN INDEPENDENT DETERMINATION. IN SUCH COURT ACTION, THE CORPORATION SHALL HAVE THE BURDEN OF PROVING THAT INDEMNIFICATION WOULD NOT BE PROPER. THE INDEMNITEE SHALL, AS A CONDITION PRECEDENT TO THE INDEMNITEE'S RIGHT TO BE INDEMNIFIED HEREUNDER, GIVE TO THE CORPORATION WRITTEN NOTICE IN WRITING AS SOON AS PRACTICABLE OF ANY SET OF FACTS FOR WHICH INDEMNITY COULD OR WILL BE SOUGHT PURSUANT TO THIS ARTICLE 4.21.

THE BOARD OF DIRECTORS MAY AUTHORIZE THE PURCHASE AND MAINTENANCE OF INSURANCE, IN SUCH AMOUNTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DEEM APPROPRIATE, ON BEHALF OF ANY PERSON WHO IS OR WAS IN INDEMNITEE AGAINST ANY LIABILITY INCURRED BY SUCH INDEMNITEE IN ANY SUCH CAPACITY, OR ARISING OUT OF SUCH PERSON'S STATUS AS INDEMNITEE, WHETHER OR NOT SUCH PERSON IS ENTITLED TO INDEMNIFICATION BY THE CORPORATION PURSUANT TO THIS ARTICLE 4.21 OR OTHERWISE AND WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY THE PERSON AGAINST SUCH LIABILITY.

IF THE INDEMNIFICATION PROVISIONS OF THESE ARTICLES OR ANY PORTION THEREOF SHALL BE INVALIDATED ON ANY GROUND BY ANY COURT OF COMPETENT JURISDICTION, THEN THE CORPORATION SHALL NEVERTHELESS INDEMNIFY EACH INDEMNITEE AS TO ALL CHARGES WITH RESPECT TO ANY PROCEEDING TO THE FULL EXTENT PERMITTED BY ANY APPLICABLE PORTION OF THESE ARTICLES THAT SHALL NOT HAVE BEEN INVALIDATED BY ANY OTHER APPLICABLE LAW.

4.22 NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST. IN THE ABSENCE OF FRAUD, ANY DIRECTOR OR OFFICER OF THIS CORPORATION INDIVIDUALLY, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY CONCERN IN WHICH ANY SUCH DIRECTORS, OFFICERS, OR INDIVIDUALS HAVE ANY INTEREST, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT, TRANSACTION, OR OTHER ACT OF THIS CORPORATION, AND

(A) SUCH CONTRACT, TRANSACTION, OR ACT SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT;

(B) NO SUCH DIRECTOR, OFFICER, OR INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH CONTRACT, TRANSACTION, OR ACT; AND

(C) ANY SUCH DIRECTOR OF THIS CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE DIRECTORS OR OF ANY

COMMITTEE THEREOF WHICH SHALL AUTHORIZE ANY SUCH CONTRACT, TRANSACTION, OR ACT, AND MAY VOTE TO AUTHORIZE THE SAME.

THE TERM "INTEREST" INCLUDES PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, STOCKHOLDER, SHAREHOLDER, TRUSTEE, OR BENEFICIARY OF ANY CONCERN. THE TERM "CONCERN" MEANS ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON, OR OTHER ENTITY OTHER THAN THIS CORPORATION.

4.23 NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF ANY NET EARNINGS OF THE CORPORATION SHALL BE DIVIDED AMONG OR INURE TO THE BENEFIT OF ANY DIRECTOR, OFFICER, OR MEMBER OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL OR BE APPROPRIATED FOR ANY PURPOSE OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH, PROVIDED THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES HEREIN SET FORTH; AND NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION EXCEPT TO THE EXTENT THAT THE CORPORATION MAKES EXPENDITURES FOR PURPOSES OF INFLUENCING LEGISLATION IN CONFORMITY WITH THE REQUIREMENTS OF SECTION 501(H) OF THE CODE; AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND SHALL NOT BE A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE.

4.24 UPON ANY LIQUIDATION OR DISSOLUTION OF THE CORPORATION, OR WINDING UP OF ITS AFFAIRS, WHETHER VOLUNTARY OR INVOLUNTARY, NO PRIVATE MEMBER OR INDIVIDUAL SHALL RECEIVE ANY SHARE OF THE PROFITS, PROPERTY OR FUNDS OF THE CORPORATION; UPON ANY SUCH LIQUIDATION, DISSOLUTION OR OTHER TERMINATION OF THE CORPORATION NO FUNDS OR PROPERTY OF THE CORPORATION SHALL BE CONVEYED TO ANY ORGANIZATIONS CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL FOR LESS THAN FAIR MARKET VALUE OF SUCH FUNDS OR PROPERTY AND ALL ASSETS REMAINING AFTER THE PAYMENT OF THE CORPORATION'S DEBTS SHALL BE TRANSFERRED TO OR APPLIED FOR THE BENEFIT OF ONE OR MORE CORPORATIONS, INSTITUTIONS OR GOVERNMENTAL BODIES (I) HAVING PURPOSES SIMILAR TO THE PURPOSES FOR WHICH THE CORPORATION IS FORMED; (II) (IF OTHER THAN A GOVERNMENTAL BODY) FORMED UNDER THE STATE OF RHODE ISLAND GENERAL LAWS RELATING TO NON-PROFIT CORPORATION OR UNDER SIMILAR LAW OF ANOTHER JURISDICTION, AND WHICH IS ENTITLED TO EXEMPTION FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE, AS IT MAY FROM TIME TO TIME BE AMENDED, OR SIMILAR PROVISIONS OF ANY SUBSEQUENT LEGISLATION; AND (III) AS SELECTED AND APPROVED BY VOTE OF THE BOARD OF DIRECTORS OF THE CORPORATION AND BY ANY COURT EXERCISING JURISDICTION OVER SUCH LIQUIDATION OR DISSOLUTION.

4.25 IN THE EVENT THAT THE CORPORATION IS A PRIVATE FOUNDATION AS THAT TERM IS DEFINED IN SECTION 509(A) OF THE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF ORGANIZATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

(A) THE DIRECTORS SHALL DISTRIBUTE THE INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; AND

(B) THE DIRECTORS SHALL NOT ENGAGE IN ANY ACT OF SELF DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE, NOR RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE; NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO INCUR TAX LIABILITY UNDER SECTION 4944 OF THE CODE; NOR MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

4.26 THE CORPORATION SHALL HAVE AND MAY EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS FORMED; PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH STATE OF RHODE ISLAND GENERAL LAWS; AND PROVIDED, FURTHER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITY OR EXERCISE ANY POWER WHICH WOULD DEPRIVE IT OF ANY EXEMPTION FROM FEDERAL INCOME TAX WHICH THE CORPORATION MAY RECEIVE UNDER SECTION 501(C)(3) OF THE CODE.

4.27 NOTWITHSTANDING ANYTHING ELSEWHERE HEREIN PROVIDED, THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES, AS SAID TERMS HAVE BEEN AND SHALL BE DEFINED IN AND PURSUANT TO SECTIONS 170(C) AND 501(C)(3) OF THE CODE. POWERS OF THIS CORPORATION SHALL BE EXERCISED ONLY IN SUCH MANNER AS TO ASSURE CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES, AS SO DEFINED, IT BEING THE INTENTION OF THAT THIS CORPORATION SHALL BE EXEMPT FROM FEDERAL INCOME TAXES AND THAT CONTRIBUTIONS TO IT SHALL BE DEDUCTIBLE PURSUANT TO SAID SECTIONS OF THE CODE, AND ALL PURPOSES AND POWERS WHEREIN SHALL BE INTERPRETED AND EXERCISED CONSISTENTLY WITH THIS INTENTION.

4.28 ALL REFERENCES HEREIN: (I) TO THE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; (II) TO THE GENERAL LAWS OF THE STATE OF RHODE ISLAND, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED; AND (III) TO PARTICULAR SECTIONS OF THE CODE OR THE GENERAL LAWS OF THE STATE OF RHODE ISLAND SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR PROVISIONS HEREAFTER ADOPTED.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 57 OLNEY STREET 1ST FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02906

The name of its initial registered agent at such address is

AKIM G. MSUMBA

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	AKIM G MSUMBA	57 OLNEY STREET 1ST FLOOR PROVIDENCE, RI 02906 USA
DIRECTOR	JEREMY GAULD	20 FAIRFIELD STREET CAMBRIDGE, MA 02140 USA
DIRECTOR	DIANE SIMAO	60 HAWTHORNE PLACE UNIT 18 N. PROVIDENCE, RI 02904 USA

ARTICLE VII

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	AKIM G MSUMBA	57 OLNEY STREET 1ST FLOOR PROVIDENCE, RI 02906 USA

ARTICLE VIII

Date when corporate existence is to begin 07/25/2011
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 20 Day of July, 2011 at 4:33:10 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signatures below.

AKIM G. MSUMBA

Form No. 200
Revised 09/07

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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

