



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 The Simon W. Wardwell Foundation

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

(a) To provide grants, support, endowment, and assistance to, or to engage directly in activities that support, the studying, planning for, designing, erecting, constructing, enhancing, improving, modernizing, or operation in Rhode Island of: (1) public services, including infrastructure; (2) hospitals and health care facilities; (3) educational institutions, particularly those focusing on early childhood education; and (4) organizations, facilities, and service providers providing residences for aged couples; provided, however, that in each such case preference shall be given to programs, services, and facilities located in the geographic areas of Central Falls, Pawtucket, Cumberland, and Lincoln; and provided, further, that in each such case preference shall be given to programs, initiatives, facilities, and services that serve, or seek to serve, as models or innovators in their respective areas.

(b) To carry on and perform all such works and further, to carry on any other charitable works which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and Chapter 7-6 of the General Laws of Rhode Island.

(c) No more than an insubstantial part of the activities of the Corporation shall be in furtherance of non-exempt purposes.

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

(e) Any other provisions herein notwithstanding, the Corporation will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not have the power to do anything or take any action which would cause it to cease to qualify as a non-profit corporation under State law or as an organization exempt under sections 501(c)(3) and as a supporting organization described in section 509(a)(3) of the Code.

All references herein:(i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; or to a corresponding section of any future federal tax code and (ii) to the General Laws of Rhode Island shall be deemed to refer to the General Laws of 1956, as now in force or hereafter amended, or to a corresponding provision of any future compilation of General Laws.

#### 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:

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, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.

2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION 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, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO ONE OR MORE OF ITS SUPPORTED ORGANIZATIONS OR, IF NONE EXIST, AN ORGANIZATION OR ORGANIZATIONS THEN EXEMPT UNDER SECTION 501(C)(3) OF THE CODE WHICH WILL USE SUCH PROPERTY TO ACCOMPLISH WITHIN THE STATE OF RHODE ISLAND ONE OR MORE EXEMPT PURPOSES FOR WHICH THE CORPORATION WAS ORGANIZED.

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

#### ARTICLE V

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

No. and Street: PARTRIDGE SNOW & HAHN LLP  
180 SOUTH MAIN STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is KIMBERLY I. MCCARTHY, ESQ.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	JONATHAN K. FARNUM	2626 HARKNEY HILL ROAD COVENTRY, RI 02816 USA
DIRECTOR	JOHN J. PARTRIDGE	9 JOHN STREET PROVIDENCE, RI 02906 USA
DIRECTOR	KENNETH W. WASHBURN	295 LAUREL AVENUE PROVIDENCE, RI 02906 USA
DIRECTOR	FRANK W. EDDLESTON	18 SIMMONS ROAD WYNANTSKILL, NY 12198 USA

#### ARTICLE VII

The name and address of the each incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	KIMBERLY I. MCCARTHY ESQ.	180 SOUTH MAIN STREET PROVIDENCE, RI 02903 USA

#### ARTICLE VIII

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

**Signed this 28 Day of October, 2011 at 12:11:56 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.**

KIMBERLY I. MCCARTHY, ESQ.

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*

