



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 Joey Quits

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

Joey Quits is an organization that seeks to provide a forum for current and former hotel workers to share stories of their work experiences.

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:

JOEY QUILTS
BY-LAWS

- PREAMBLE:

- JOEY QUILTS IS AN ORGANIZATION THAT SEEKS TO PROVIDE A FORUM FOR CURRENT AND FORMER HOTEL WORKERS TO SHARE STORIES OF THEIR WORK EXPERIENCES.

ARTICLE I

- SECTION 1: NAME

- THE CORPORATION SHALL BE NAMED JOEY QUILTS. IT SHALL HEREINAFTER BE REFERRED TO THROUGHOUT THESE BYLAWS AS THE "CORPORATION".

- SECTION 2: LOCATION

- THE OFFICES OF THE CORPORATION SHALL BE LOCATED WITHIN THE STATE OF

RHODE ISLAND AND PROVIDENCE
PLANTATIONS, AT A PLACE DESIGNATED BY THE BOARD OF DIRECTORS.

SECTION 3: NON-PROFIT STATUS

THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET
EARNINGS OF THE CORPORATION
SHALL INURE TO THE BENEFIT OF ITS MEMBERS (EXCEPT THAT REASONABLE
COMPENSATION MAY BE PAID TO
THE MEMBERS FOR SERVICES RENDERED TO AND FOR THE CORPORATION). IN THE
EVENT OF THE LIQUIDATION OF
THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE MEMBERS SHALL
NOT BE ENTITLED TO ANY
DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR PROCEEDS
THEREOF, AND UPON SUCH
LIQUIDATION, THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE
CORPORATION, AFTER PAYMENT
OF ALL ITS DEBTS AND OBLIGATIONS, SHALL BE TRANSFERRED TO ANOTHER
CORPORATION WHICH WOULD THEN
QUALIFY UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986, AS
AMENDED, AND THE
REGULATIONS PROMULGATED THEREUNDER, AND WHICH WILL USE SUCH PROPERTY
TO ACCOMPLISH THE
PURPOSES FOR WHICH THIS CORPORATION IS CONSTITUTED.

SECTION 4: POWERS

THE CORPORATION SHALL HAVE THE POWER, EITHER DIRECTLY OR INDIRECTLY,
EITHER ALONE OR IN CONJUNCTION
OR COOPERATION WITH OTHERS, TO PERFORM ANY AND ALL LAWFUL ACTS AND
THINGS AND TO ENGAGE IN ANY
AND ALL LAWFUL ACTIVITIES IN ACCORDANCE WITH THE PROVISIONS OF THESE
BY-LAWS WHICH MAY BE
NECESSARY, USEFUL, SUITABLE, DESIRABLE, OR PROPER FOR THE FURTHERANCE,
ACCOMPLISHMENT, FOSTERING,
OR ATTAINMENT OF ANY OF THE PURPOSES FOR WHICH THE CORPORATION IS
ORGANIZED, AND TO AID OR ASSIST
OTHER ORGANIZATIONS WHOSE ACTIVITIES ARE SUCH AS TO FURTHER
ACCOMPLISH, FOSTER OR ATTAIN ANY OF THE
CORPORATION'S PURPOSES. NOT WITHSTANDING ANYTHING HEREIN TO THE
CONTRARY, THE CORPORATION SHALL
EXERCISE ONLY SUCH POWERS AS ARE IN FURTHERANCE OF THE EXEMPT PURPOSES
OF ORGANIZATIONS AS SET
FORTH IN SECTION 501 (C)(3) OF THE IRS CODE OF 1986, AS AMENDED, AND THE
REGULATIONS PROMULGATED
THEREUNDER.

SECTION 5: PARLIAMENTARY AUTHORITY

THE PARLIAMENTARY AUTHORITY SHALL BE ROBERT'S RULE OF ORDER, NEWLY
REVISED, TO THE EXTENT THEY ARE
APPLICABLE AND TO THE EXTENT THEY ARE NOT INCONSISTENT WITH THESE

BYLAWS.

ARTICLE II

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MEMBERSHIP

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MEMBERSHIP IN THE CORPORATION SHALL CONSIST OF ALL ELECTED MEMBERS OF THE BOARD OF DIRECTORS.

ARTICLE III

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BOARD OF DIRECTORS

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SECTION 1: NUMBER OF DIRECTORS

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THIS ORGANIZATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS THAT SHALL NUMBER NOT LESS THAN THREE (3), AND NOT MORE THAN TEN (10) MEMBERS, ALL OF WHOM SHALL BE ELECTED AT THE ANNUAL MEETING OF THE CORPORATION.

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SECTION 2

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THE FIRST BOARD OF DIRECTORS SHALL BE ELECTED BY THE INCORPORATORS AND SHALL SERVE UNTIL THE FIRST ANNUAL MEETING OF THE CORPORATION.

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SECTION 3: ELECTION AND TERM OF OFFICE

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DIRECTORS SHALL BE ELECTED AT EACH ANNUAL MEETING OF THE CORPORATION. TERMS ARE FOR TWO YEARS, ONCE RENEWABLE. A NOMINATING COMMITTEE CONSISTING OF AT LEAST THREE OR MORE (3+) BOARD MEMBERS SHALL BE APPOINTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AND SHALL PROPOSE A SLATE OF DIRECTORS TO SERVE ON THE BOARD FOR THE NEXT FISCAL YEAR. SUCH SLATE SHALL BE PRESENTED TO THE BOARD OF DIRECTORS AT LEAST THIRTY (30) DAYS PRIOR TO THE ANNUAL MEETING.

SECTION 4: NEW DIRECTORS

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NEW DIRECTORS ALSO MAY BE ELECTED AT REGULAR BOARD MEETINGS UNDER SPECIAL CIRCUMSTANCES AND UNDER GUIDELINES ESTABLISHED AT THAT TIME BY A TWO-THIRDS (2/3) MAJORITY OF THE BOARD OF DIRECTORS.

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SECTION 5: POWERS OF THE DIRECTORS

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THE BOARD OF DIRECTORS SHALL HAVE THE CONTROL AND GENERAL MANAGEMENT OF THE POLICIES, ACTIVITIES,

PROPERTY AND AFFAIRS OF THE CORPORATION, DEFINE THEIR RESPONSIBILITIES, AND SHALL DETERMINE THE MANNER IN WHICH THE FUNDS, BOTH PRINCIPAL AND INCOME, SHALL BE APPLIED, ALL WITH LIMITATIONS OF THE ARTICLES OF INCORPORATION, THESE BY-LAWS, AND THE LAWS OF THE STATE OF RHODE ISLAND. EXCEPT AS HEREIN PROVIDED, THE BOARD OF DIRECTORS MAY ADOPT SUCH RULES AND REGULATIONS FOR THE CONDUCT OF THEIR MEETINGS AND THE MANAGEMENT OF THE CORPORATION AS THEY MAY DEEM PROPER AND SHALL NOT BE INCONSISTENT WITH THE ARTICLES OF INCORPORATION, THESE BY-LAWS AND THE LAWS OF THE STATE OF RHODE ISLAND. WITHOUT LIMITING THE FOREGOING, THE BOARD OF DIRECTORS SHALL HAVE THE FOLLOWING POWERS:

- TO SELECT AND REMOVE, AND TO PRESCRIBE SUCH LAWFUL POWERS AND DUTIES FOR, ALL OTHER AGENTS AND EMPLOYEES OF THE CORPORATION; TO CHANGE THE PRINCIPAL OFFICE OF THE CORPORATION; TO ADOPT AND USE A CORPORATE SEAL AND TO ALTER THE FORM THEREFROM, PROVIDED SUCH SEAL SHALL ALWAYS COMPLY WITH THE PROVISIONS OF LAW; AND TO ELECT A NEW BOARD OF DIRECTORS AND SLATE OF OFFICERS AT THE ANNUAL MEETING.

SECTION 6: VACANCIES

- IF THE OFFICE OF ANY DIRECTOR SHALL BECOME VACANT BY REASON OF DEATH RESIGNATION, DISABILITY, RETIREMENT, DISQUALIFICATION, REMOVAL FROM OFFICE, OR FOR OTHER CAUSE, THE REMAINING DIRECTORS MAY, BY A MAJORITY VOTE, ELECT A SUCCESSOR FOR THE UNEXPIRED TERM OF EACH SUCH DIRECTOR.

SECTION 7: ANNUAL MEETING

- THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD IN THE MONTH OF NOVEMBER OF EACH YEAR AND AT A TIME AND PLACE TO BE DESIGNATED IN THE NOTICE THEREOF, UPON AT LEAST THIRTY (30) DAYS WRITTEN NOTICE TO ALL MEMBERS ELIGIBLE TO VOTE, STATING THE PURPOSE OF THE MEETING AND THE NAMES OF THE INDIVIDUALS PROPOSED BY THE NOMINATING COMMITTEE FOR ELECTION AS OFFICERS AT SUCH MEETING.

SECTION 8: REGULAR MEETINGS

- REGULAR MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD AT LEAST QUARTERLY AT SUCH TIME AND PLACE AS THE BOARD OF DIRECTORS DETERMINE, AND MORE OFTEN IF THE BOARD SHALL

SO DETERMINE.

- SECTION 8B: METHODS OF MEETING

MEETINGS WILL TYPICALLY BE HELD IN PERSON, BUT IN EXTRAORDINARY CIRCUMSTANCES, MAY OCCUR VIA TELEPHONE, ON-LINE OR OTHER REMOTE MEANS AT THE DISCRETION OF THE CHAIR.

- SECTION 9: SPECIAL MEETINGS

- SPECIAL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE CALLED BY THE CHAIR OR BY TWO (2) OF THE MEMBERS OF THE BOARD.

SECTION 10: NOTICE OF MEETINGS

- NOTICE IN WRITING OF ALL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE GIVEN TO EACH DIRECTOR AT LEAST SEVEN (7) BUSINESS DAYS PRIOR TO THE DAY DESIGNATED. NOTICE SHALL BE GIVEN EITHER PERSONALLY, BY MAIL, OR BY EMAIL.

- SECTION 11: ADJOURNMENT

- WHENEVER ANY MEETING OF THE BOARD OF DIRECTORS WHICH WAS DULY ORGANIZED AND WARNED IS ADJOURNED TO A DEFINITE TIME AND PLACE, IT SHALL NOT BE NECESSARY TO GIVE NOTICE THAT SAID ADJOURNED MEETING WILL BE HELD.

- SECTION 12: QUORUM

- THE PRESENCE OF A MAJORITY OF THE DIRECTORS, OR DULY EXECUTED PROXIES RECEIVED PRIOR TO ANY SUCH MEETING, SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

SECTION 13: REMOVAL

- ANY DIRECTOR MAY BE REMOVED WITH OR WITHOUT CAUSE AT ANY TIME FROM HIS POSITION AS DIRECTOR BY A TWO-THIRDS (2/3) MAJORITY VOTE.

- SECTION 14: ACTION WITHOUT A MEETING

- ANY ACTION WHICH MAY BE TAKEN BY THE BOARD OF DIRECTORS AT A MEETING MAY BE TAKEN WITHOUT A MEETING IF A CONSENT OR CONSENTS IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BEFORE OR AFTER SUCH ACTION BY ALL THE DIRECTORS. SUCH WRITTEN CONSENTS SHALL BE FILED WITH THE MINUTES OF THE PROCEEDINGS OF THE BOARD.

- SECTION 15: COMPENSATION

NO DIRECTOR SHALL RECEIVE COMPENSATION FOR HIS/HER SERVICES AS SUCH.

SECTION 16: CONFLICT OF INTEREST

NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE (1) OR MORE OF ITS DIRECTORS OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION OF OTHER ORGANIZATION IN WHICH ONE (1) OR MORE OF ITS DIRECTORS ARE DIRECTORS OR OFFICERS OR HAVE A FINANCIAL INTEREST, SHALL BE VOID OR VOIDABLE, NOR SHALL SUCH DIRECTORS BE LIABLE WITH RESPECT TO SUCH CONTRACT OR TRANSACTION SOLELY FOR THIS REASON, OR SOLELY BECAUSE THE DIRECTOR IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION OF COMMITTEE THEREOF WHICH AUTHORIZES THE CONTRACT OR TRANSACTION OR SOLELY BECAUSE HIS/HER OR THEIR VOTE(S) IS/ARE COUNTED FOR SUCH PURPOSE, PROVIDED THAT:

A.) THE MATERIAL FACTS AS TO SAID DIRECTOR'S INTEREST OR RELATIONSHIP ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS, AND THE BOARD AUTHORIZES, APPROVES OR RATIFIES ANY CONTRACT OR TRANSACTION IN WHICH SAID DIRECTOR HAS AN INTEREST BY THE AFFIRMATIVE VOTE OF THE DISINTERESTED DIRECTORS, EVEN

THOUGH THE DISINTERESTED DIRECTORS BE LESS THAN A QUORUM; OR

B.) THE MATERIAL FACTS AS TO SAID DIRECTOR'S INTEREST OR RELATIONSHIP ARE DISCLOSED OR ARE KNOWN TO THE MEMBERS, AND ANY CONTRACT OR TRANSACTION IN WHICH SAID DIRECTOR HAS AN INTEREST IS SPECIFICALLY AUTHORIZED, APPROVED, OR RATIFIED BY A VOTE OF THE DISINTERESTED MEMBERS; AND

C.) ANY CONTRACT OR TRANSACTION IN WHICH SAID DIRECTOR HAS AN INTEREST IS FAIR AND REASONABLE TO THE CORPORATION.

COMMON OR INTERESTED DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OR OF A COMMITTEE THAT RECOMMEND APPROVAL TO THE BOARD OF ANY CONTRACT OR TRANSACTION IN WHICH SAID DIRECTOR HAS AN INTEREST.

NOTWITHSTANDING ANYTHING TO THE CONTRARY HEREIN CONTAINED, ALL DIRECTORS SHALL PROMPTLY DISCLOSE ALL POTENTIAL CONFLICTS OF INTEREST TO THE BOARD PRIOR TO ANY CONSIDERATION OF ANY MATTER IN WHICH A CONFLICT EXISTS AND SHALL, IF A CONFLICT OF INTEREST IS DETERMINED TO EXIST BY THE PRESIDENT AND/OR OTHER DIRECTORS WITH WHOM THE PRESIDENT SHALL CHOOSE TO DISCUSS SUCH ACTUAL OR PERCEIVED CONFLICT,

ABSTAIN FROM ALL DISCUSSIONS AND VOTING ON THE MATTER.

ARTICLE IV

OFFICERS

SECTION 1: NAME AND NUMBER

OFFICERS OF THE CORPORATION SHALL CONSIST OF AT LEAST THE FOLLOWING: CHAIR, SECRETARY, AND TREASURER.

THE BOARD OF DIRECTORS, FROM TIME TO TIME, MAY CREATE SUCH OTHER OFFICERS AS IN ITS DISCRETION IT MAY DEEM NECESSARY AND PROPER FOR THE CARRYING ON OF BUSINESS OF THE CORPORATION.

SECTION 2: POWERS AND DUTIES

PRESIDENT: THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF DIRECTORS; SHALL PRESENT AT EACH ANNUAL MEETING OF THE DIRECTORS A REPORT OF THE STATE AND CONDITION OF THE AFFAIRS OF THE CORPORATION, SHALL SIGN CONTRACTS AND AGREEMENTS IN THE NAME OF THE CORPORATION, SHALL SEE THAT THE BOOKS, REPORTS, STATEMENTS, AND CERTIFICATES REQUIRED BY STATUTE ARE PROPERLY KEPT, MADE, AND FILED ACCORDING TO LAW; AND SHALL ENFORCE THESE BY-LAWS AND PERFORM ALL DUTIES INCIDENT TO THE OFFICE AND SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE REQUIRED OF THE PRESIDENT BY THE BOARD OF DIRECTORS.

SECRETARY: THE SECRETARY SHALL KEEP THE MINUTES OF THE BOARD OF DIRECTORS IN AN APPROPRIATE MINUTE BOOK; SHALL GIVE AND SERVE ALL NOTICES OF MEETINGS PURSUANT TO THESE BY-LAWS; SHALL BE THE CUSTODIAN OF THE RECORDS AND SEAL OF THE CORPORATION; SHALL AFFIX THE SEAL TO THE CORPORATION PAPERS WHEN REQUIRED TO BY THE BOARD OF DIRECTORS; SHALL PRESENT TO THE BOARD OF DIRECTORS AT EACH MEETING ALL COMMUNICATIONS ADDRESSED TO THE SECRETARY BY ANYONE FOR THE CORPORATION SINCE THE PREVIOUS MEETING OF THE BOARD; AND SHALL PERFORM ALL THE DUTIES INCIDENT TO THE OFFICE OF THE SECRETARY OF THE BOARD OF DIRECTORS.

TREASURER: THE TREASURER SHALL OVERSEE THE FORMULATION AND DEVELOPMENT OF OVER-ALL FISCAL POLICY FOR THE CORPORATION. THE TREASURER SHALL REVIEW THE PERIODIC FINANCIAL REPORTS PREPARED BY THE CORPORATION'S ACCOUNTANT OR OTHER DESIGNED AGENT OR EMPLOYEE OF THE CORPORATION, AND SHALL REPORT THEM WITH COMMENTS TO THE BOARD OF DIRECTORS.

OTHER OFFICERS: THE DUTIES OF OTHER OFFICERS WHO MAY BE APPOINTED BY THE BOARD OF DIRECTORS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS FROM TIME TO TIME AS THE NEEDS OF THE CORPORATION MAY REQUIRE.

SECTION 3: QUALIFICATION AND ELECTION

ALL OF THE OFFICERS SHALL BE ELECTED AT THE ANNUAL MEETING AND DRAWN FROM THE MEMBERS BY THE BOARD OF DIRECTORS. EACH OFFICER SHALL BE ELECTED FOR A TERM OF ONE (1) YEAR, OR UNTIL A SUCCESSOR HAS BEEN ELECTED AND QUALIFIED. NO OFFICER SHALL SERVE MORE THAN TWO (2) SUCCESSIVE TERMS.

SECTION 4: REMOVAL

ANY OFFICER MAY BE REMOVED WITH OR WITHOUT CAUSE FROM OFFICE AT ANY TIME FROM HIS POSITION AS OFFICER BY A TWO-THIRDS (2/3) MAJORITY VOTE OF THE BOARD OF DIRECTORS.

SECTION 5: VACANCIES

IN THE EVENT OF RESIGNATION, RETIREMENT, DISQUALIFICATION, DEATH, DISABILITY, OR REMOVAL FROM OFFICE FOR ANY CAUSE WHATSOEVER OF AN OFFICER OF THE CORPORATION, THE VACANCY SO CREATED SHALL BE FILLED BY A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT.

SECTION 6: COMPENSATION

NO COMPENSATION SHALL BE PAID TO OFFICERS FOR SERVICE RENDERED TO THE CORPORATION IN THE FURTHERANCE OF ITS PURPOSE OF THE MANAGEMENT AND CONDUCT OF ITS AFFAIRS IN ACCORDANCE WITH THE ARTICLES OF INCORPORATION.

ARTICLE V

COMMITTEES

SECTION 1

THE BOARD OF DIRECTORS, BY RESOLUTION OR RESOLUTIONS, OR THE PRESIDENT UPON AUTHORITY CONFERRED BY THE BOARD OF DIRECTORS, MAY DESIGNATE AND APPOINT SUCH COMMITTEE OR COMMITTEES ON ANY SUBJECT WITHIN THE POWERS OF THE CORPORATION, SUCH COMMITTEE OR COMMITTEES TO HAVE SUCH POWERS, TO EXERCISE SUCH DUTIES OR TO PERFORM SUCH SERVICES AS MAY BE PRESCRIBED,

FROM TIME TO TIME, BY THE BOARD OF DIRECTORS AND/OR BY THE PRESIDENT, UPON THE AUTHORITY CONFERRED UPON THE PRESIDENT BY THE BOARD OF DIRECTORS. SUCH COMMITTEE OR COMMITTEES SHALL HAVE SUCH NAME OR NAMES AS MAY BE STATED IN THESE BY-LAWS, OR AS MAY BE DETERMINED FROM TIME TO TIME BY RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS.

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SECTION 2: COMMITTEE MEMBERSHIP

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EXCEPT FOR THE CHAIRS OF STANDING COMMITTEES, COMMITTEE MEMBERS MAY, BUT NEED NOT BE, DIRECTORS.

SECTION 3: ABOLITION

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ANY COMMITTEE ESTABLISHED PURSUANT TO THIS ARTICLE V MAY BE ABOLISHED BY THE BOARD AT ANY TIME.

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ARTICLE VI

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SECTION 1: CONTRACTS

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THE BOARD OF DIRECTORS MAY AUTHORIZE THE CHAIR TO ENTER INTO ANY PROPERLY AUTHORIZED CONTRACT OR EXECUTE AND DELIVER INSTRUMENTS IN THE NAME OF AND ON BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.

SECTION 2: LOANS

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NO LOANS SHALL BE CONTRACTED ON BEHALF OF THE CORPORATION AND NO EVIDENCE OF INDEBTEDNESS SHALL BE ISSUED UNLESS AUTHORIZED BY A RESOLUTION OF THE BOARD OF DIRECTORS. SUCH AUTHORITY SHALL BE CONFINED TO SPECIFIC INSTANCES.

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SECTION 3: CHECKS

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ALL CHECKS, DRAFTS OR OTHER SIMILAR ORDERS FOR THE PAYMENT OF MONEY, NOTES OR OTHER EVIDENCE OF INDEBTEDNESS ISSUED IN THE NAME OF THE CORPORATION, SHALL BE EXECUTED BY SUCH OFFICER OR OFFICERS, AGENT OR AGENTS OF THE CORPORATION AND IN SUCH MANNER AS SHALL, FROM TIME TO TIME, BE DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS. CHECKS OVER \$5,000 SHOULD BE SIGNED BY TWO OFFICERS OR AGENTS.

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SECTION 4: DEPOSITS

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ALL FUNDS OF THE CORPORATION NOT OTHERWISE EMPLOYED SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT.

- ARTICLE VII

- INDEMNIFICATION

- SECTION 1: BONDING

- IN THE DISCRETION OF THE BOARD OF DIRECTORS, A BOND MAY BE REQUIRED OF THE TREASURER AND OTHER OFFICERS AND EMPLOYEES, PROVIDED THE COST OF SUCH BOND SHALL BE PAID BY THE CORPORATION.

- SECTION 2: INDEMNIFICATION

- PERSONS WHO ARE OR SHALL BE OR SHALL HAVE BEEN A DIRECTOR OR OFFICER OF THE CORPORATION AND THEIR PERSONAL REPRESENTATIVES SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED BY OR IMPOSED UPON THEM IN CONNECTION WITH OR RESULTING FROM ANY ACTION, SUIT, OR PROCEEDINGS TO WHICH THEY MAY BE A PARTY BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, EXCEPT IN RELATION TO SUCH MATTERS AS TO WHICH THEY SHALL FINALLY BE ADJUDICATED IN SUCH ACTION, SUIT OR PROCEEDING TO HAVE ACTED IN BAD FAITH AND TO HAVE BEEN LIABLE BY REASON OF WILLFUL MISCONDUCT IN THE PERFORMANCE OF THEIR DUTIES AS SUCH DIRECTOR OR OFFICER. "COSTS AND EXPENSES" SHALL INCLUDE, BUT WITHOUT LIMITING THE GENERALITY THEREOF, ATTORNEY'S FEES, COSTS OF SUIT, DAMAGES AND REASONABLE AMOUNTS PAID IN SETTLEMENT.

- ARTICLE VIII

- AMENDMENT

- ADOPTION, REPEAL OR AMENDMENT OF THE BY-LAWS SHALL REQUIRE THE AFFIRMATION VOTE OF THE TWO-THIRDS OF THE DIRECTORS AT ANY MEETING OF THE BOARD OF DIRECTORS, PROVIDED NOTICE OF THE PROPOSED CHANGE IS GIVEN IN THE NOTICE OF THE MEETING.

ARTICLE IX

- DISSOLUTION

IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, THE CORPORATION'S PROPERTY SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL FOR LESS THAN THE FAIR MARKET VALUE OF SUCH PROPERTY AND ALL ASSETS OR THE PROCEEDS DERIVED FROM THE SALE OF SUCH ASSETS REMAINING AFTER THE PAYMENT OF THE CORPORATION'S DEBTS SHALL BE CONVEYED OR DISTRIBUTED ONLY TO SUCH ORGANIZATION OR ORGANIZATIONS HOLDING A VALID TAX-EXEMPT PERMIT ISSUED BY THE RHODE ISLAND STATE DIVISION OF TAXATION AND HAVING CHARITABLE STATUS UNDER SECTION 501(C)(3) OF THE UNITED STATES INTERNAL REVENUE CODE OF 1986, OR SUCH EQUIVALENT SECTION AS MAY BE IN EFFECT ON THE DATE OF DISSOLUTION OF THE CORPORATION AND WHICH ARE INCORPORATED FOR OR ACTING IN FURTHERANCE OF THE SAME PURPOSES AS SET FORTH IN ARTICLE III OF THE ARTICLES OF INCORPORATION, OR OF THE FEDERAL GOVERNMENT OR TO A STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE AS THE BOARD OF DIRECTORS OF THE CORPORATION SHALL DESIGNATE. NO PART OF THE PROPERTY OR ASSETS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY DIRECTORS, OFFICERS, MEMBERS OR EMPLOYEES OF THE CORPORATION.

ARTICLE X

GENERAL PROVISIONS

SECTION 1: FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON JANUARY 1ST AND END ON DECEMBER 31ST.

SECTION 2: FINANCIAL RECORDS

THE REPORT OF AN AUDIT COMMITTEE AND/OR ACCOUNTANT SHALL BE FILED WITH THE RECORDS OF THE CORPORATION. THE CORPORATION IS NOT REQUIRED TO HAVE AN INDEPENDENT AUDIT UNLESS REQUIRED TO DO SO BY LAW OR A FUNDING SOURCE.

SECTION 3: WAIVER OF NOTICE

WHENEVER ANY NOTICE IS REQUIRED TO BE GIVEN TO ANY PERSON UNDER THE PROVISIONS OF THESE BY-LAWS OR UNDER THE PROVISIONS OF THE ARTICLES OF INCORPORATION OR UNDER THE PROVISIONS OF APPLICABLE LAW, A WAIVER THEREOF, IN WRITING, SIGNED BY THE PERSON OR PERSONS ENTITLED TO SUCH NOTICE, WHETHER BEFORE OR AFTER THE TIME STATED THEREIN, SHALL BE DEEMED EQUIVALENT TO

THE GIVING OF SUCH NOTICE.
THE ATTENDANCE OF A PERSON AT A MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING,
EXCEPT WHEN A PERSON ATTENDS A MEETING FOR THE EXPRESS PURPOSE OF OBJECTING TO THE TRANSACTION
OF ANY BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED. NEITHER THE BUSINESS TO
BE TRANSACTED AT, NOT THE PURPOSE OF, ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS
NEED TO BE SPECIFIED IN ANY WRITTEN WAIVER OF NOTICE OR SUCH MEETING.

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SECTION 4: CONFIDENTIALITY

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THE BOARD OF DIRECTORS SHALL NOT WILLFULLY AND KNOWINGLY DISCLOSE TO ANY OTHER PERSON CONFIDENTIAL
INFORMATION ACQUIRED BY THEM IN THE COURSE OF AND BY REASON FOR THEIR OFFICIAL DUTIES.

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SECTION 5: SEVERABILITY

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IN ANY PROVISION OF THESE BY-LAWS SHALL BE HELD TO BE INVALID OR UNENFORCEABLE, ALL OTHER PROVISIONS
SHALL NEVERTHELESS BE VALID AND REMAIN IN FULL FORCE AND EFFECT.

ARTICLE V

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

No. and Street: 186 CARPENTER ST
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is JORI KETTEN

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	JOSEPH L DEFRANCESCO	101 AMERICA ST APT 2 PROVIDENCE, RI 02903 USA
DIRECTOR	VICTORIA RUIZ	101 AMERICA ST APT 2 PROVIDENCE, RI 02903 USA
DIRECTOR	JORI KETTEN	186 CARPENTER ST PROVIDENCE, RI 02903 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	JOSEPH L DEFRANCESCO	101 AMERICA ST APT 2 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 11/09/2011
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 8 Day of November, 2011 at 7:08:08 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.

JOSEPH L DEFRANCESCO

VICTORIA RUIZ

JORI KETTEN

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

