



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 ELEVEN 11 Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

Funding of veterinary procedures for domestic pets.

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:

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

A. CHARITABLE PURPOSES. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE PURPOSES, AND NO PART OF THE NET EARNINGS, PROFITS OR ASSETS OF THE CORPORATION UPON DISSOLUTION OR OTHERWISE SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY DIRECTOR OF THE CORPORATION, AND UPON LIQUIDATION OR DISSOLUTION ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO ORGANIZATIONS THAT ARE DESCRIBED IN §501(C) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE") OR IN A CORRESPONDING PROVISION OF ANY FUTURE STATUTE.

NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR ONE OR

MORE OF THE PURPOSES SPECIFIED IN §501(C) OF THE CODE AND SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM TAX UNDER §501(C) OF THE CODE OR UNDER A CORRESPONDING PROVISION OF ANY FUTURE STATUTE.

B. MEMBERS. THE CORPORATION MAY HAVE MEMBERS IF SO PROVIDED IN THE CORPORATION'S BY-LAWS.

C. BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BY-LAWS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE BY-LAWS MAY INCLUDE SPECIFIC LIMITATIONS TO THE POWER AND AUTHORITY OF THE BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL OF THE MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BY-LAWS.

D. LIMITATION OF LIABILITY. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBER, (II) LIABILITY FOR ACTS OR OMISSION NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) LIABILITY FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH D BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

E. INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY §7-6-6 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, THE CORPORATION'S BY-LAWS MAY INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINE APPROPRIATE, TO INDEMNIFY AGAINST ANY LOSS OR REIMBURSE FOR EXPENSES IN CONNECTION WITH ANY CLAIM. NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BY-LAWS AUTHORIZED BY THIS PARAGRAPH E MAY NOT INDEMNIFY OR REIMBURSE FOR EXPENSES A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, IN CONNECTION WITH ANY CLAIM OR CLAIMS FOR: (I) A BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND (III) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

F. AMENDMENT. THE ARTICLES OF INCORPORATION MAY BE AMENDED UPON A VOTE OF NO LESS THAN THE AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF ALL MEMBERS OF THE BOARD OF DIRECTORS OR AS OTHERWISE PROVIDED IN THE BY-LAWS.

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

No. and Street: 16 WATER FALL WAY
City or Town: CRANSTON State: RI Zip: 02921

The name of its initial registered agent at such address is RYAN S. MCCARTHY

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	RYAN SCOTT MCCARTHY	16 WATER FALL WAY CRANSTON, RI 02921 USA
DIRECTOR	ALEX HALLETT	341 MORRIS AVENUE PROVIDENCE, RI 02906 USA
DIRECTOR	COURTNEY MCCARTHY	341 MORRIS AVENUE PROVIDENCE, RI 02906 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	RYAN SCOTT MCCARTHY	16 WATER FALL WAY CRANSTON, RI 02921 USA

ARTICLE VIII

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

Signed this 11 Day of November, 2011 at 8:37:01 AM 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.
RYAN S. MCCARTHY



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

