



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 Douglas S. Roth Memorial Scholarship Fund, Inc.

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 educate North Kingstown High School Seniors about the spirit and life of Douglas S. Roth so they can perpetuate his ideas of community service;
- b. To cooperate with North Kingstown High School to charitably help financially needy students who will major in journalism in college or university;
- c. To emphasize Douglas S. Roth's passion for sports and community service;
- d. To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- e. To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Rhode Island Nonprofit Corporation Act.

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:

EXCEPT AS HEREINAFTER PROVIDED, THE CORPORATION SHALL HAVE ALL POWERS NECESSARY OR CONVENIENT TO CARRY OUT ITS PURPOSES, INCLUDING THE POWERS NOW OR THEREAFTER ENUMERATED IN THE RHODE ISLAND NONPROFIT CORPORATION ACT.

THE POWERS AND ACTIVITIES OF THE CORPORATION SHALL BE LIMITED AS FOLLOWS:

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ANY OF ITS MEMBERS, TRUSTEE, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT 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 SET FORTH IN THESE ARTICLES OF INCORPORATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

ANYTHING CONTAINED IN THESE ARTICLES OF INCORPORATION TO THE CONTRARY NOTWITHSTANDING, THE CORPORATION SHALL NOT CARRY ON OR OTHERWISE ENGAGE IN ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON OR ENGAGED IN BY: (I) A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED, OR ANY CORRESPONDING SECTION OF ANY FUTURE TAX CODE; (II) A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, AS AMENDED, OR ANY CORRESPONDING SECTION OF ANY FUTURE TAX CODE; OR, (III) A CORPORATION ORGANIZED AND EXISTING UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT.

IN THE EVENT OF THE DISSOLUTION AND LIQUIDATION OF THIS CORPORATION, TO THE EXTENT ALLOWED OR PERMITTED UNDER APPLICABLE LAWS, THE PROPERTY AND ASSETS OF THE CORPORATION SHALL BE, AS DETERMINED BY THE BOARD OF DIRECTORS, DISTRIBUTED TO THE FINAL SCHOLARSHIP RECIPIENT(S). IN THE EVENT THAT ANY ASSETS ARE NOT DISPOSED OF IN ACCORDANCE WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION OR THAT THE CORPORATION SHALL FAIL TO ACT WITHIN A REASONABLE TIME IN THE MANNER PROVIDED IN THESE ARTICLES OF INCORPORATION, THE COURT OF WASHINGTON COUNTY SHALL, UPON APPLICATION OF ONE OR MORE PERSONS HAVING A REAL INTEREST IN THE CORPORATION OR ITS ASSETS, MAKE SUCH DISTRIBUTION(S) AS PROVIDED IN THESE ARTICLES OF INCORPORATION.

THE NUMBER OF DIRECTORS OF THE CORPORATION AND THE METHOD OF THEIR ELECTION SHALL BE AS PROVIDED IN THE BYLAWS.

INITIAL AND ANNUAL MEETING OF BOARD OF DIRECTORS

A. THE FIRST MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD ON JANUARY 23, 2012, AT 7:00PM. THE BOARD OF DIRECTORS SHALL BE ELECTED BY MAJORITY VOTE, AND A SECRETARY SHALL BE APPOINTED TO RECORD THE MINUTES IN WRITING.

B. THE YEARLY MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD THE FIRST MONDAY IN FEBRUARY AT 7:00PM.

C. NOTIFICATION OF THE ANNUAL BOARD MEETING SHALL BE SENT TO ALL BOARD MEMBERS TWO WEEKS PRIOR TO THE MEETING.

D. NOTIFICATION OF THE MEETING SHALL BE MADE IN WRITING BY ANY STANDARD COMPANY SYSTEM INCLUDING ELECTRONIC TRANSMISSION, AND SHALL FOLLOW THE RI NONPROFIT CORPORATION ACT.

E. ALL ANNUAL MEETINGS SHALL BE HELD AT THE CORPORATION OFFICE AS LISTED BY THE RI SECRETARY OF STATE.

F. A QUORUM OF THE DIRECTORS SHALL BE PRESENT TO HOLD THE MEETING.

G. IF NEEDED, AMENDING THE ARTICLES OF INCORPORATION SHALL BE DONE AT THIS TIME.

REGULAR OR SPECIAL MEETINGS MAY BE CALLED BY THE BOARD OF DIRECTORS.

A. THE PURPOSE OF THE MEETING SHALL BE STATED IN WRITTEN NOTIFICATION OF ALL BOARD MEMBERS.

B. NOTIFICATION SHALL BE MADE IN WRITING BY ANY STANDARD COMPANY SYSTEM INCLUDING ELECTRONIC TRANSMISSION, AT LEAST TWO DAYS PRIOR TO THE MEETING.

C. A QUORUM OF THE DIRECTORS SHALL BE PRESENT TO HOLD THE MEETING.

DIRECTORS OF THE CORPORATION SHALL NOT PERSONALLY BE LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF ANY DUTIES TO THE CORPORATION, EXCEPT TO THE EXTENT THAT SUCH LIABILITY ARISES: (A) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (C) FOR ANY TRANSACTION FROM WHICH A DIRECTOR DERIVED AN IMPROPER PERSONAL ECONOMIC BENEFIT.

THE CORPORATION SHALL INDEMNIFY ITS DIRECTORS AND OFFICERS AGAINST LOSS, DAMAGE, ATTORNEY'S FEES, AND COSTS OF SUIT RESULTING FROM ANY ACTUAL OR THREATENED ACTION, SUIT, PROCEEDING OR INVESTIGATION TO WHICH SUCH OFFICER OR DIRECTOR IS MADE A PARTY SOLELY BY VIRTUE OF HIS OR HER STATUS AS OFFICER OR DIRECTOR.

ARTICLE V

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

No. and Street: 236 WESTMINSTER ST. APT. 501

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is MARY ELLEN CHOPOORIAN

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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	MARY ELEN CHOPOORIAN	236 WESTMINSTER ST. APT 501 PROVIDENCE, RI 02903 USA
DIRECTOR	KIMBERLY ANN PAGE	24 EDEN COURT NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	PAUL DION	34 SALEM DRIVE NORTH KINGSTOWN, RI 02852 USA
DIRECTOR	JOHN ROTH	15114 OUTLOOK OVERLAND PARK, KS 66223 USA
DIRECTOR	RANDY SALISBURY	8806 SLATER OVERLAND PARK, KS 66212 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	KIMBERLY ANN PAGE	24 EDEN COURT NORTH KINGSTOWN, RI 02852 USA

ARTICLE VIII

Date when corporate existence is to begin 12/21/2011
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 20 Day of December, 2011 at 2:26:41 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 ANN PAGE

Form No. 200
Revised 09/07



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

