

Filing Fee: \$35.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Singing Out Against Hunger - SOAH

2. The period of its duration is (if perpetual, so state) Perpetual

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

Please see "ARTICLE 3 - Purpose," attached hereto.

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CORPORATIONS DIV
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4. 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:

Please see "ARTICLE 4 - Additional Provisions," attached hereto.

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5. The address of the initial registered office of the corporation is:

59 Woodland Circle

(Street Address, not P.O. Box)

Tiverton

(City/Town)

, RI 02878

(Zip Code)

and the name of its initial registered agent at

such address is Michelle M. Angell

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3

(not less than 3 directors)

and the names and address of the persons who are to serve as the initial directors are:

Name	Address
<u>Michelle M. Angell</u>	<u>59 Woodland Circle, Tiverton, RI 02878</u>
<u>Ceildeidh R. Siegel</u>	<u>46 Prospect Hill, Tiverton, RI 02878</u>
<u>Jane M. Bitto</u>	<u>151 Heritage Drive, Portsmouth, RI 02871</u>

7. The name and address of each incorporator is:

Name	Address
<u>Michelle M. Angell</u>	<u>59 Woodland Circle, Tiverton, RI 02878</u>
<u>Ceildeidh R. Siegel</u>	<u>46 Prospect Hill, Tiverton, RI 02878</u>
<u>Jane M. Bitto</u>	<u>151 Heritage Drive, Portsmouth, RI 02871</u>

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/31/11

Michelle M. Angell

Jane Bitto

Ceildeidh R. Siegel

Signature of each Incorporator

ARTICLE 3 – Purpose

The corporation is a nonprofit corporation that is organized for the transaction of any and all lawful acts for which nonprofit corporations may be incorporated pursuant to Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, and/or as described by Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future state law or any future federal tax code.

ARTICLE 4 – Additional Provisions

1. The purpose of this corporation is any lawful purpose permitted by the Nonprofit Laws of the State of Rhode Island and Providence Plantations; and exclusively for charitable, religious, scientific, or educational purposes either directly or by contributions to organizations that qualify as exempt Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, member, trustee or officer of the corporation or any 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 (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
3. If the corporation is a private foundation as defined by Section 509 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, the following provisions shall apply:
 - a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;
 - b. The corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;
 - c. The corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws;
 - d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws; and
 - e. The corporation shall not make any taxable expenditures in such manner as to subject it to tax under Section 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.
4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not engage in substantial activities not in furtherance of the forgoing charitable purposes, nor shall it carry on any other activities not permitted to be carried on

- a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
 - b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. Upon the dissolution of this organization, all assets shall be distributed
- a. ~~for one or more tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;~~
 - b. to the federal government, or to a state or local government, for a public purpose; or
 - c. to a tax exempt corporation, organization, or trust in accordance with Chapter 7-6 of the General Laws of Rhode Island and/or § 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code or any future state general law.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as such court shall determine, which are organized and operated exclusively for such purposes.



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

