



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 East Providence Middle Schools Athletics Booster Club

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

The corporation shall be formed for the purpose of supporting public middle school athletics in East Providence, Rhode Island. Including assistance with funding, sponsoring and managing programs. Pursuant to federal law for charitable organizations, the corporation shall qualify under the following purposes: advancement of education, specifically physical wellness; lessening the burdens of government, specifically the City of East Providence; and combating juvenile delinquency.

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:

A. THE INTERNAL AFFAIRS OF THE CORPORATION SHALL BE GOVERNED BY ITS BY-LAWS

B. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, 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 ARTICLE THIRD HEREOF. 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.

C. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT 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.

D. NO DIRECTOR OR OFFICER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR OR OFFICER SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY AS A DIRECTOR OR OFFICER FOR (I) ANY BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION AND ITS MEMBERS; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) ANY TRANSACTION FROM WHICH SUCH DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY RHODE ISLAND GENERAL LAWS 7-6-26.1)

E. THE ORGANIZATION AGREES TO INDEMNIFY, DEFEND AND SAVE HARMLESS THE BOARD MEMBERS, ITS OFFICERS, DIRECTORS AND EMPLOYEES, FROM AND AGAINST ALL LIABILITY, LOSS, COST OR EXPENSE (INCLUDING ATTORNEY'S FEES) BY REASON OF LIABILITY IMPOSED UPON THE CLIENT, ARISING OUT OF OR RELATED TO ORGANIZATION'S ACTIVITIES, WHETHER CAUSED BY OR CONTRIBUTED TO BY THE MEMBERS OR ANY OTHER PARTY INDEMNIFIED HEREIN, UNLESS CAUSED BY THE SOLE NEGLIGENCE OF THE MEMBER OR ANY OTHER PARTY INDEMNIFIED HEREIN.

F. UPON THE DISSOLUTION OF THE CORPORATION, ASSETS AND PROPERTY SHALL, AFTER PAYMENT OF NECESSARY EXPENSES, BE DISTRIBUTED TO THE FRIENDS OF TOWNIE ATHLETICS OR IF INELIGIBLE UNDER SECTION 501(C)(3) TO ANOTHER NON-PROFIT ORGANIZATION FOR ONE OR MORE 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, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. 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 OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

G. DISSOLUTION REQUIRES THE CONCURRENCE OF 80% OF THE DIRECTORS IN OFFICE, VOTING AT TWO CONSECUTIVE MEETINGS.

H. AMENDMENTS TO THE ARTICLES OF INCORPORATION MUST BE APPROVED BY 80% OF THE CURRENT DIRECTORS IN OFFICE AND PASSED AT TWO CONSECUTIVE MEETINGS. EXCEPT TO AMEND THE REGISTERED AGENT OR REGISTERED OFFICE OR UPDATE NAMES OF OFFICERS AND DIRECTORS VIA THE ANNUAL REPORT, WHICH MAY BE APPROVED BY A SINGLE MAJORITY VOTE. NO CHANGES SHALL TAKE EFFECT UNTIL SUBMITTED TO AND APPROVED BY THE RHODE ISLAND OFFICE OF THE SECRETARY OF STATE IN ACCORDANCE WITH RHODE ISLAND LAWS.

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

No. and Street: 67 DORR AVENUE
APT 2
City or Town: EAST PROVIDENCE State: RI Zip: 02915

The name of its initial registered agent at such address is JASON DESROSIERS

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	JUNE COAN	34 SUNSET AVENUE RIVERSIDE, RI 02915 USA
DIRECTOR	DAUREEN CLYDE	10 WILLETT AVENUE, APT 20 RIVERSIDE, RI 02915 USA
DIRECTOR	VENUS TAVARES	75 CEDAR AVENUE RIVERSIDE, RI 02915 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	JUNE COAN	34 SUNSET AVENUE RIVERSIDE, RI 02915 USA
INCORPORATOR	DAUREEN CLYDE	10 WILLETT AVENUE, APT 20 RIVERSIDE, RI 02915 USA
INCORPORATOR	VENUS TAVARES	75 CEDAR AVENUE RIVERSIDE, RI 02915 USA

ARTICLE VIII

Date when corporate existence is to begin 05/28/2012
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 27 Day of May, 2012 at 10:20:22 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.

JUNE COAN
DAUREEN CLYDE
VENUS TAVARES

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

