



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 Scottie Wright Memorial Fund

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 is organized, and shall be operated, exclusively for charitable and educational purposes in the United States and abroad within the meaning of §§ 170(c)(2)(B) and 501(c)(3) of the Code. The primary purpose of the Corporation is to honor the memory of Scott Wright, Jr. ("Master Wright") through charitable and educational endeavors and activities including, but not limited to:

(a) the solicitation of private contributions, including cash, grants, bequests, and devises of real and personal property from the general public, and the management and investment of the same for distribution as educational loans, scholarships, and grants in aid to deserving students seeking to further their education, particularly in traditional vocational fields;

(b) the solicitation of private contributions, including cash, grants, bequests, and devises of real and personal property from the general public, and the management and investment of the same to be used to support the efforts of organizations that have tax-exempt status under § 501(c)(3) of the Code and which provide charitable support for grieving children, such as Master Wright's siblings; and

(c) to engage in any and all lawful activities incident or related to the above purposes that would be consistent with the Foundation maintaining a tax-exempt status under § 501(c)(3) of the Code.

The Corporation is authorized to engage in any and all lawful activities in furtherance of the foregoing purposes, except as restricted herein or prohibited by law. The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

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:

SIXTH: THE CORPORATION SHALL HAVE NO MEMBERS.

SEVENTH: ALL REFERENCES HEREIN TO THE CODE ARE TO THE INTERNAL REVENUE CODE OF 1986 AND SHALL BE DEEMED TO INCLUDE BOTH AMENDMENTS THERETO AND STATUTES WHICH SUCCEED THE PROVISIONS THEREOF (I.E., THE CORRESPONDING PROVISIONS OF FUTURE UNITED STATES INTERNAL REVENUE LAWS).

EIGHTH: IN FURTHERANCE OF THE FOREGOING PURPOSES, THE CORPORATION SHALL HAVE ALL THE GENERAL POWERS ENUMERATED IN § 7-6-5 OF THE ACT, TOGETHER WITH THE POWER TO SOLICIT AND RECEIVE GRANTS, BEQUESTS AND CONTRIBUTIONS FOR THE PURPOSES OF THE CORPORATION AND THE POWER TO MAINTAIN A FUND OR FUNDS OF REAL OR PERSONAL PROPERTY IN FURTHERANCE OF THE CORPORATION'S PURPOSES. THE CORPORATION SHALL HAVE THE RIGHT TO EXERCISE ALL OTHER POWERS WHICH ARE, OR HEREAFTER MAY BE, CONFERRED BY LAW UPON A CORPORATION ORGANIZED FOR THE ABOVE PURPOSES OR INCIDENTAL TO THE CONFERRED POWERS. NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL NOT HAVE THE POWER TO ENGAGE IN ANY ACTIVITIES WHICH ARE NO IN FURTHERANCE OF ITS PURPOSES AS SET FORTH IN THESE ARTICLES.

NINTH: THE CORPORATION SHALL NEITHER HAVE NOR EXERCISE ANY POWER, NOR SHALL IT ENGAGE DIRECTLY OR INDIRECTLY IN ANY ACTIVITY, THAT WOULD BE PROHIBITED BY THE RHODE ISLAND BUSINESS CORPORATION ACT OR THE RHODE ISLAND ANTITRUST ACT.

TENTH: NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THESE ARTICLES, THE CORPORATION SHALL NEITHER HAVE NOR EXERCISE ANY POWER, NOR SHALL IT ENGAGE DIRECTLY OR INDIRECTLY IN ANY ACTIVITY, THAT WOULD INVALIDATE ITS STATUS (A) AS A CORPORATION WHICH IS EXEMPT FROM FEDERAL INCOME TAXATION PURSUANT TO § 501(A) OF THE CODE AS AN ORGANIZATION DESCRIBED IN § 501(C)(3) OF THE CODE, OR (B) AS A CORPORATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE PURSUANT TO §§ 170(C)(2), 2055(A) OR 2522(A) OF THE CODE.

ELEVENTH: THE CORPORATION IS NOT FORMED FOR PECUNIARY PROFIT OR FOR FINANCIAL GAIN AND NO PART OF ITS ASSETS, NET EARNINGS, INCOME OR PROFIT SHALL BE DISTRIBUTED TO OR INURE TO THE BENEFIT OF ANY MEMBER, TRUSTEE, DIRECTOR, OR OFFICER OF THE CORPORATION OR OTHER PRIVATE PERSON. REASONABLE COMPENSATION, HOWEVER, MAY BE PAID TO ANY PERSON FOR SERVICES RENDERED TO OR FOR THE CORPORATION IN FURTHERANCE OF ONE OR MORE OF ITS PURPOSES. NO MEMBER, TRUSTEE, DIRECTOR, OR OFFICER OF THE CORPORATION OR ANY PRIVATE PERSON SHALL BE ENTITLED TO SHARE IN THE DISTRIBUTION OF ANY OF THE CORPORATE ASSETS ON DISSOLUTION OF THE CORPORATION.

TWELTH: IN THE EVENT LIQUIDATION OR DISSOLUTION OF THE CORPORATION, ALL OF THE REMAINING ASSETS AND PROPERTY OF THE CORPORATION SHALL, AFTER PAYMENT OF OR DUE PROVISION FOR ALL NECESSARY EXPENSES AND LIABILITIES THEREOF, BE DISTRIBUTED TO ORGANIZATIONS AS ARE THEN IN EXISTENCE AND QUALIFYING UNDER § 501(C)(3) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS, OR TO THE FEDERAL GOVERNMENT OR STATE OR LOCAL GOVERNMENTS FOR A PUBLIC PURPOSE, SUBJECT TO AN ORDER OF A JUDGE OF THE SUPERIOR COURT OF RHODE ISLAND.

THIRTEENTH: NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT TO THE EXTENT PERMITTED BY § 501(H) OF THE CODE) AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR THE DISTRIBUTING OF STATEMENTS IN CONNECTION WITH) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

FOURTEENTH: IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO QUALIFY FOR EXEMPTION FROM FEDERAL INCOME TAXES UNDER § 501(C)(3) OF THE CODE AND SHALL NOT BE A PRIVATE FOUNDATION UNDER § 509(A) OF THE CODE. HOWEVER, IN ACCORDANCE WITH § 508(C) OF THE CODE, IF IN ANY TAXABLE YEAR THE CORPORATION IS A PRIVATE FOUNDATION AS DEFINED IN § 509(A) OF THE CODE, THEN, NOTWITHSTANDING ANY OTHER PROVISION IN THESE ARTICLES, IN SUCH YEAR:

(A) THE CORPORATION SHALL DISTRIBUTE SUCH AMOUNTS FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER SO AS NOT TO SUBJECT THE CORPORATION TO TAX ON UNDISTRIBUTED INCOME UNDER § 4942 OF THE CODE;

(B) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING WHICH IS SUBJECT TO TAX UNDER § 4941(D) OF THE CODE;

(C) THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS WHICH ARE SUBJECT TO TAX UNDER § 4943(C) OF THE CODE;

(D) THE CORPORATION SHALL NOT MAKING ANY INVESTMENTS IN SUCH MANNER SO AS TO SUBJECT THE CORPORATION TO TAX UNDER § 4944 OF THE CODE;

(E) THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES WHICH ARE SUBJECT TO TAX UNDER § 4945 OF THE CODE OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

FIFTHTEENTH: NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS, IF ANY, FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISIONS OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THIS PARAGRAPH THIRTEENTH SHALL NOT ELIMINATE OR LIMIT ANY LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, IF ANY, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. TO THE FULL EXTENT PERMITTED BY LAW NO OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS, IF ANY, FOR MONETARY DAMAGES FOR BREACH OF SUCH OFFICER'S DUTY AS AN OFFICER NOTWITHSTANDING ANY PROVISIONS OF LAW IMPOSING SUCH LIABILITY. NO AMENDMENT OR REAL OF THIS PARAGRAPH THIRTEENTH SHALL ADVERSELY AFFECT THE RIGHTS AND PROTECTION AFFORDED TO A DIRECTOR OR OFFICER OF THIS CORPORATION UNDER THIS ARTICLE FOR ACTS OR OMISSIONS OCCURRING WHILE THIS ARTICLE IS IN EFFECT. IF THE GENERAL LAWS OF RHODE ISLAND ARE SUBSEQUENTLY AMENDED TO FURTHER ELIMINATE OR LIMIT THE PERSONAL LIABILITY OF DIRECTORS OR OFFICERS OR TO AUTHORIZE

CORPORATION ACTION TO FURTHER ELIMINATE OR LIMIT SUCH LIABILITY, THEN THE LIABILITY OF THIS CORPORATION, BE ELIMINATED OR LIMITED TO THE EXTENT PERMITTED BY THE GENERAL LAWS OF RHODE ISLAND AS SO AMENDED.

SIXTEENTH: TO THE FULL EXTENT PERMITTED BY LAW, EACH DIRECTOR, OFFICER, EMPLOYEE AND OTHER AGENT SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL JUDGMENTS, PENALTIES FINES, SETTLEMENTS, AND REASONABLE EXPENSES ACTUALLY INCURRED IN CONNECTION WITH ANY PROCEEDING IN WHICH HE OR SHE IS INVOLVED BY REASON OF BEING OR HAVING BEEN A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OR SERVING OR HAVING SERVED AT THE REQUEST OF THIS CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANY OTHER ORGANIZATION, EXCEPT (I) WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION, (II), IN THE CASE OF ANY CRIMINAL PROCEEDING, WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE REASONABLE CAUSE TO BELIEVE HIS OR HER CONDUCT WAS NOT UNLAWFUL OR (III) WITH RESPECT OF ANY PROCEEDING CHARGING IMPROPER PERSONAL BENEFIT TO HIM OR HER, WHETHER OR NOT INVOLVING ACTION IN HIS OR HER OFFICIAL CAPACITY, IN WHICH AS TO WHICH HE OR SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING TO BE LIABLE ON THE BASIS THAT PERSONAL BENEFIT WAS IMPROPERLY RECEIVED BY HIM OR HER. IF THE PROCEEDING WAS BY OR IN THE RIGHT OF THE CORPORATION, INDEMNIFICATION MAY ONLY BE MADE HEREUNDER AGAINST THE REASONABLE EXPENSES AND SHALL NOT BE MADE IN RESPECT OF ANY PROCEEDING IN WHICH THE DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT HAS BEEN ADJUDGED TO BE LIABLE TO THE CORPORATION. NO INDEMNIFICATION UNDER THIS PARAGRAPH FOURTEENTH SHALL BE MADE UNLESS AUTHORIZED IN THE SPECIFIC CASE AFTER A DETERMINATION HAS BEEN MADE THAT SUCH INDEMNIFICATION IS PERMISSIBLE IN THE CIRCUMSTANCES BECAUSE THE DIRECTOR HAS MET THE STANDARD OF CONDUCT SET FORTH HERE. SUCH DETERMINATION SHALL BE MADE IN THE MANNER PRESCRIBED BY § 7-6-6(D) OF THE ACT. THE CORPORATION SHALL PAY INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF A PROCEEDING, UPON RECEIPT OF A WRITTEN AFFIRMATION BY THE PERSON INDEMNIFIED THAT SUCH PERSON HAS THE GOOD FAITH BELIEF THAT HE OR SHE HAS MET THE STANDARD OF CONDUCT NECESSARY FOR INDEMNIFICATION BY THE CORPORATION AS AUTHORIZED BY § 7-6-6 OF THE ACT AND AN UNDERTAKING BY THE PERSON INDEMNIFIED TO REPAY SUCH INDEMNIFICATION IF IT IS ULTIMATELY DETERMINED THAT SUCH PERSON HAS NOT MET THE STANDARD OF CONDUCT SET FORTH ABOVE, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT. AS USED IN THIS PARAGRAPH FOURTEENTH, THE WORDS 'DIRECTOR,' 'OFFICER,' 'EMPLOYEE' AND 'OTHER AGENT,' SHALL MEAN AND INCLUDE EACH PERSON WHO IS SERVING OR HAS SERVED AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THIS CORPORATION, AND EACH PERSON WHO, AT THE REQUEST OF THIS CORPORATION IS SERVING OR HAS SERVED AS A DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE OR OTHER AGENT OF ANY OTHER ORGANIZATION; THE WORD 'CORPORATION' SHALL MEAN AND INCLUDE ANY CORPORATION, TRUST, ASSOCIATION OR OTHER ORGANIZATION; THE WORD 'PROCEEDING' MEANS ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE AND ANY CLAIM WHICH COULD BE THE SUBJECT OF A PROCEEDING; AND THE WORD 'EXPENSES' SHALL INCLUDE ANY LIABILITY FIXED BY A JUDGMENT,

ORDER, DECREE OR AWARD IN A PROCEEDING, ANY AMOUNT REASONABLY PAID IN SETTLEMENT OF A PROCEEDING AND ANY PROFESSIONAL FEES AND OTHER DISBURSEMENTS REASONABLY INCURRED IN A PROCEEDING AND ALSO SHALL INCLUDE ANY TAXES OR PENALTIES IMPOSED ON SUCH DIRECTOR, OFFICER, EMPLOYEE, OR OTHER AGENT WITH RESPECT TO HIS ACTIONS IN CONNECTION WITH ANY EMPLOYEE BENEFIT PLAN AND ANY AMOUNT REASONABLY PAID IN CONNECTION WITH THE SUCCESSFUL ENFORCEMENT OF RIGHTS UNDER THIS PARAGRAPH FOURTEENTH. ANY RIGHTS OF INDEMNIFICATION HEREUNDER SHALL NOT BE DEEMED EXCLUSIVE, SHALL BE IN ADDITION TO ANY OTHER RIGHT WHICH A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT MAY HAVE OR OBTAIN AND SHALL ACCRUE TO HIS ESTATE. ALL PROVISIONS OF THIS PARAGRAPH FOURTEENTH SHALL BE DEEMED TO BE INDEPENDENT, AND ANY INVALIDITY OF ANY OF SAID PROVISIONS SHALL IN NO WAY AFFECT THE VALIDITY OF THIS PARAGRAPH FOURTEENTH AS A WHOLE OR OF ANY OTHER PROVISIONS CONTAINED HEREIN. NO REPEAL OR MODIFICATION OF THIS PARAGRAPH FOURTEENTH SHALL ADVERSELY AFFECT ANY SUCH RIGHTS OR OBLIGATIONS THEN EXISTING WITH RESPECT TO ANY STATE OF FACTS THEN OR THERETOFORE EXISTING IN ANY PROCEEDING BASED IN WHOLE OR IN PART UPON ANY SUCH STATE OF FACTS.

ARTICLE V

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

No. and Street: 105 NORTH MAIN STREET
City or Town: SLATERSVILLE State: RI Zip: 02876

The name of its initial registered agent at such address is SCOTT WRIGHT, SR.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 9 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	SCOTT WRIGHT SR.	P.O. BOX 102 SLATERSVILLE, RI 02876 US
DIRECTOR	CHRISTINE WRIGHT	P.O. BOX 102 SLATERSVILLE, RI 02876 US
DIRECTOR	STEPHANIE WRIGHT	P.O. BOX 102 SLATERSVILLE, RI 02876 US
DIRECTOR	SCOTT MANCINI	39 MAIN STREET MAPLEVILLE, RI 02839 US
DIRECTOR	AMY WRIGHT	P.O. BOX 435 SLATERSVILLE, RI 02876 US
DIRECTOR	JANICE GOSSELIN	90 HIGHVIEW AVENUE NORTH SMITHFIELD, RI 02896 US
DIRECTOR	BRIAN NIMIROSKI	10 CRESTWOOD DRIVE RICHMOND, RI 02832 US
DIRECTOR	GREG MAHONEY	15 MAHONEY DRIVE HOPE, RI 02831 USA
DIRECTOR	PATTY MOWRY	70 HOMECREST AVENUE NORTH SMITHFIELD, RI 02896 US

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	SCOTT WRIGHT SR.	P.O. BOX 102 SLATERSVILLE, RI 02876 USA
INCORPORATOR	CHRISTINE WRIGHT	P.O. BOX 102 SLATERSVILLE, RI 02876 USA
INCORPORATOR	STEPHANIE WRIGHT	P.O. BOX 102 SLATERSVILLE, RI 02876 USA
INCORPORATOR	SCOTT MANCINI	39 MAIN STREET MAPLEVILLE, RI 02839 USA
INCORPORATOR	AMY WRIGHT	P.O. BOX 435 SLATERSVILLE, RI 02876 USA
INCORPORATOR	JANICE GOSSELIN	90 HIGHVIEW AVENUE NORTH SMITHFIELD, RI 02896 USA
INCORPORATOR	BRIAN NIMIROSKI	10 CRESTWOOD DRIVE RICHMOND, RI 02832 USA
INCORPORATOR	GREG MAHONEY	15 MAHONEY DRIVE HOPE, RI 02831 USA
INCORPORATOR	PATTY MOWRY	70 HOMECREST AVENUE NORTH SMITHFIELD, RI 02896 USA

ARTICLE VIII

Date when corporate existence is to begin 08/09/2012
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 8 Day of August, 2012 at 9:59:18 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 signature(s) below.

SCOTT WRIGHT, SR.

CHRISTINE WRIGHT

STEPHANIE WRIGHT

SCOTT MANCINI

AMY WRIGHT

JANICE GOSSEL

Form No. 200
Revised 09/07

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