

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

SECRETARY OF STATE
CORPORATIONS DIV
2013 MAY 17 PM 2: 11

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 Debate Rhode Island, Inc.

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:
see Exhibit A attached hereto and made a part hereof.

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:
see Exhibit B attached hereto and made a part hereof.

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

10 Dorrance Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent at

such address is Timothy J. Groves, Taylor Duane Barton & Gilman, LLP

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 7

(not less than 3 directors)

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

<i>Name</i>	<i>Address</i>
<u>Charles E. Powell</u>	<u>57 Governor St., APT 2, Providence, RI 02906</u>
<u>William M. Phillips, IV</u>	<u>69 Brown St., Box 2568, Providence, RI 02912</u>
<u>Lauren R. Sukin</u>	<u>69 Brown St., Box 2872, Providence, RI 02912</u>
<u>Myles A. Gurule</u>	<u>69 Brown St., Box 8098, Providence, RI 02912</u>
SEE CONTINUATION SHEET FOR NAMES	AND ADDRESSES OF INITIAL DIRECTORS

7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Charles E. Powell</u>	<u>57 Governor St. APT 2, Providence, RI 02906</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 upon 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: 5/17/13



Signature of each Incorporator

CONTINUATION SHEET FOR ARTICLES OF INCORPORATION
DEBATE RHODE ISLAND, INC

6. Names and address of persons who are to serve as the initial directors:

NAME	ADDRESS
Kathy Nguyen	69 Brown St., Box 2464, Providence, RI 02912
Kimball B. Mayer	6 Woodland Terrace, Providence, RI 02906
Christine Rayner	196 Congress Ave., Providence, RI 02907

EXHIBIT A

DEBATE RHODE ISLAND, INC

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

(a) To operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under this section. More specifically, the Corporation will engage Rhode Island and area youth with instruction, preparation, and organization of policy debate activities in order to foster research-based academic achievement, promote civic engagement, and advance student leadership skills.

(b) To do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution therefor.

EXHIBIT B

DEBATE RHODE ISLAND, INC

4. Provisions (if any) for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

(a) A director of the Corporation will not be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further elimination or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 3 hereof.

(c) 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 will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

(d) The Corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(e) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Nonprofit Corporation Act) of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court 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.



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

