



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 Nature's Comfort Research & Development, Inc.

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's purposes are: (a) to perform scientific research regarding the various effects and potential utility of natural herbs in the treatment of acute or chronic illnesses, diseases and medical disorders; and (b) to perform scientific research seeking to optimize the effectiveness of various extraction methods employed with respect to natural herbs for purposes of refining and further developing naturopathic and nutraceutical extraction methods.

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. 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. Notwithstanding any other provision of these articles, the Corporation is organized to do any and all things necessary 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 act or 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.

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:

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 ELIMINATING 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 PARAGRAPH (D) HEREOF.

(C) THE CORPORATION SHALL ACT LAWFULLY IN ACCORDANCE WITH 7-6-8 OF THE RHODE ISLAND 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.

(D) 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 SCIENTIFIC RESEARCH 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.

ARTICLE V

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

No. and Street: C/O PANNONE LOPES DEVEREAUX & WEST LLC
317 IRON HORSE WAY, SUITE 301

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is

JOHN R. GOWELL, JR.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 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	FREDERICK R. FERRI	1560 CHOPMIST HILL ROAD NORTH SCITUATE, RI 02857 USA
DIRECTOR	REGINALD A. CENTRACCHIO	342 PLAINFIELD PIKE SCITUATE, RI 02825 USA
DIRECTOR	ARMAND M. LAMONTAGNE	405 BUNGY ROAD NORTH SCITUATE, RI 02857 USA
DIRECTOR	HENRY LEVIN DMD	276 SMITH STREET PROVIDENCE, RI 02908 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	JOHN R. GOWELL JR.	317 IRON HORSE WAY, SUITE 301 PROVIDENCE, RI 02908 USA

ARTICLE VIII

Date when corporate existence is to begin 08/13/2013
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of August, 2013 at 3:51:38 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 signature(s) below.
JOHN R. GOWELL, JR.

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

