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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2013 OCT 31 PM 12:34
SECRETARY OF STATE
CORPORATIONS DIV

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is The Foundation for Trinity Repertory Company

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on September 10, 2013 signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(if no plan of distribution was adopted, so state.)

See Attachment A.

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By 49-209692

A. A. 12:34 pm.

5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

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

Date: 10/28/13

The Foundation for Trinity Repertory Company

Print Corporate Name

By [Signature]

President or Vice President (check one)

AND

By [Signature]

Secretary or Assistant Secretary (check one)

THE FOUNDATION FOR TRINITY REPERTORY COMPANY

PLAN OF DISTRIBUTION AND LIQUIDATION

This Plan of Distribution and Liquidation (this "Plan") is for the purpose of effecting the complete liquidation and dissolution of The Foundation for Trinity Repertory Company, a Rhode Island nonprofit corporation (the "Company") in accordance with the provisions of the Rhode Island Nonprofit Corporation Act, as amended (the "Act").

1. The Company will cease to conduct its activities and will: (a) wind up its affairs, (b) pay and discharge all of its debts, obligations and liabilities or make adequate provisions therefor, and distribute all of its assets (subject to Section 2 below and less any assets retained to discharge liabilities) to The Rhode Island Community Foundation, a Rhode Island nonprofit corporation, for the benefit of Trinity Repertory Company and its affiliate organizations and programs, in accordance with the By-Laws of the Company (the "By-Laws"). Such distribution shall be accomplished according to this Plan.

2. Assets held by the Company upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Company, shall be returned, transferred, or conveyed in accordance with such requirements.

3. In the event that Trinity Repertory Company ceases to exist prior to the distribution of the Company's assets, the Company's assets shall be applied for the benefit of any corporation which is a successor to Trinity Repertory Company and otherwise in accordance with the By-Laws.

4. The transfer of the Company's assets, if any, to The Rhode Island Community Foundation shall be deemed to be full asset distribution.

5. The directors and officers of the Company are hereby authorized and directed to take any and all actions they consider necessary or appropriate to satisfy and/or reserve against the liabilities of the Company, if any, and to distribute all of the Company's assets remaining thereafter to The Rhode Island Community Foundation and to execute and deliver any and all agreements and instruments associated therewith.

6. The directors and officers of the Company are hereby authorized and directed to dissolve the Company and, in connection therewith, to retain professionals, execute all documents, incur and pay all expenses; file all papers (including, without limitation, with the Secretary of the State of Rhode Island, the Department of the Attorney General, the Department of Revenue of the State of Rhode Island and the Internal Revenue Service), and take all other actions that they may deem necessary or desirable in connection therewith and for the purpose of effecting the dissolution of the Company.

7. The director and officers of the Company are authorized, empowered and directed to do any and all other things in the name of the Company and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan; and

the directors and officers shall be held harmless by the Company for any action taken in good faith pursuant to this Plan, and any expense or liability so incurred by such directors and officers shall be solely that of the Company, all in compliance with applicable provisions of the Act.



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

