

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

2013 OCT 31 AM 11:17
SECRETARY OF STATE
CORPORATIONS DIV

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

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 Stay at Home in Little Compton, 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 Attached Exhibit A

2013 NOV 25 AM 11:45
SECRETARY OF STATE
CORPORATIONS DIV

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 Attached Exhibit B

FILED

NOV 25 2013

By 49-211626

A. A. 11:45 A.m.

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

1340 Main Road

(Street Address, not P.O. Box)

Tiverton

(City/Town)

RI 02878

(Zip Code)

and the name of its initial registered agent at

such address is Stetson W. Eddy

(Name of Agent)

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

(not less than 3 directors)

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

Name

Address

Hilary Woodhouse

24 Round Pond Road, Little Compton, RI 02837

Rosemary Colt

355 Blackstone Blvd, Providence, RI 02906

Denise Wilkie

248 Long Highway, Little Compton, RI 02837

7. The name and address of each incorporator is:

Name

Address

Hilary Woodhouse

24 Round Pond Road, Little Compton, RI 02837

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 _____

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: 10/25/13

Hilary Woodhouse

Signature of each Incorporator

EXHIBIT A

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

Said corporation is organized without capital stock and is organized and shall be operated exclusively for charitable purpose 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 (the "Code"). In furtherance of the forgoing, the corporation shall promote efforts and programs designed to help senior citizens in Little Compton RI and neighboring communities live comfortably and safely in their homes by providing access to services which accommodate their needs. Its activities may include providing financial and other support to charitable and educational programs within the community and supporting suitable transportation alternatives for the benefit of senior citizens in the area. Moreover, the corporation may engage in any activity not prohibited by the Rhode Island Nonprofit Corporation Act. It is intended that said corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code.

2013 NOV 25 AM 11:45
SECRETARY OF STATE
CORPORATIONS DIV

2013 OCT 31 AM 11:17
SECRETARY OF STATE
CORPORATIONS DIV

EXHIBIT B

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

a. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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. 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

b. Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-5 of the General Laws, and the following additional power: to seek reimbursement for services rendered from individuals, corporations, foundations, the federal government, any state government and others.

c. Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for a public purpose.

d. The corporation shall indemnify its trustees and officers to the full extent permitted by law, and only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A trustee of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a trustee, except for liability (i) for any breach of the trustee's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the trustee derived an improper personal benefit.

e. In accordance with Section 508(e) of the Code, if in any taxable year the corporation is a private foundation as defined in Section 509 of the Code, then in each year:

(i) the corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the corporation to tax on undistributed income under Section 4942 of the Code;

(ii) the corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(iii) the corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) the corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

(v) the corporation shall not make any taxable expenditure which are subject to tax under Section 4945 of the Code.



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. RALPH MOLLIS

Secretary of State

