



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 Greenwich Breast Cancer Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

(i) To provide financial, psychosocial, and practical support for families and loved ones of people who are seriously ill, especially families and loved ones of breast cancer patients and survivors.

(ii) To conduct such other lawful activities that are consistent with the charitable purposes set forth above for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956), as amended (the "Act").

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:

(I) 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, ANY MEMBER, OFFICER, OR DIRECTOR, EXCEPT THAT REASONABLE COMPENSATION MAY BE PAID FOR SERVICES RENDERED TO OR FOR THE CORPORATION. IN THE EVENT OF THE LIQUIDATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF. UPON SUCH LIQUIDATION, THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO A RESOLUTION OF THE CORPORATION OR, IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION IN THE STATE OF RHODE ISLAND, BE USED BY, OR DISTRIBUTED TO, ONE OR MORE ORGANIZATIONS WHICH WOULD THEN QUALIFY UNDER SECTIONS 501(C)(3) AND 509(A) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) AND THE REGULATIONS PROMULGATED THEREUNDER (THE "CODE") AND WHICH WILL USE SUCH PROPERTY TO ACCOMPLISH WITHIN THE STATE

OF RHODE ISLAND ONE OR MORE EXEMPT PURPOSES FOR WHICH THE CORPORATION WAS ORGANIZED.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITY 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.

(II) NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY AS A DIRECTOR OR OFFICER, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF SUCH DIRECTOR OR OFFICER: (I) FOR ANY BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION; (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.

ARTICLE V

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

No. and Street: 40 WESTMINSTER STREET

SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is KIMBERLY I. MCCARTHY, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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	IRENE A. QI	200 ADIRONDACK DRIVE EAST GREENWICH, RI 02818 USA
DIRECTOR	MARY SUN	200 ADIRONDACK DRIVE EAST GREENWICH, RI 02818 USA
DIRECTOR	LUNING SUN	200 ADIRONDACK DRIVE EAST GREENWICH, RI 02818 USA
DIRECTOR	DIANA ARCAND	81 PEMBERTON STREET PROVIDENCE, RI 02908 USA
DIRECTOR	DONNA CALHOUN	8 DAMIAN STREET NORTH PROVIDENCE, RI 02911 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	KIMBERLY I. MCCARTHY ESQ.	40 WESTMINSTER STREET, SUITE 1100

ARTICLE VIII

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

Signed this 13 Day of December, 2013 at 11:21:02 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.
KIMBERLY I. MCCARTHY, ESQ.

Form No. 200
Revised 09/07