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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

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SECRETARY OF STATE
CORPORATIONS DIV.
2014 APR 21 PM 12:59

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 Girl Scout Council 194 Foundation

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.

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.

FILED

APR 21 2014

By 49-000707

A. A. 12:59 p.m.

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

301 Promenade Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02908

(Zip Code)

and the name of its initial registered agent at

such address is Sandra Matrone Mack, Esq.

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 10

(not less than 3 directors)

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

Name

Address

See Exhibit C attached hereto

7. The name and address of each incorporator is:

Name

Address

Sandra Matrone Mack, Esq.

301 Promenade Street, Providence, RI 02908

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: April 21, 2014

Sandra Matrone Mack

Signature of each Incorporator

GIRL SCOUT COUNCIL 194 FOUNDATION
(a Nonprofit Corporation)

ARTICLES OF INCORPORATION

EXHIBIT A

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

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to an organization that qualifies as exempt from federal taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. In accordance therewith, the Corporation shall exclusively support the mission of Girl Scouts of Rhode Island, Incorporated (the "GSRI"), a Rhode Island nonprofit corporation that seeks to provide and safeguard the GSRI program, build an organization to serve its membership, secure and direct personnel, extend membership opportunities to all girls within its jurisdiction, finance its work, and develop its community and public relationships. The Corporation shall advance its charitable purpose primarily by maintaining and managing an endowment for the general support and furtherance of the purposes of GSRI and raising funds for, and making expenditures to support the mission of GSRI.

GIRL SCOUT COUNCIL 194 FOUNDATION
(a Nonprofit Corporation)

ARTICLES OF INCORPORATION

EXHIBIT B

- 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:**
- (a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. 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. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
 - (b) Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to GSRI if, at the time of distribution, GSRI is exempt from taxation or, if not, to and among any existing nonprofit corporations organized for educational, scientific, charitable, religious, or literary purposes, which would then qualify under the provisions of Section 501(c)(3) of the Code in such manner and in such proportions as the Member shall prescribe.

- (c) No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (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 law; or (iii) for any transaction from which the director derived an improper personal benefit.

GIRL SCOUT COUNCIL 194 FOUNDATION
(a Nonprofit Corporation)

ARTICLES OF INCORPORATION

EXHIBIT C

Directors (continued)

<u>Name</u>	<u>Address</u>
Kathryn L. Gann	4 Patricia Drive, North Providence, RI 02904
Cleora Francis-O'Connor	218 Gallatin Street, Providence, RI 02907
Lisa M. DeCubellis	P.O. Box 6008, Lincoln, RI 02865
Elsie Foy	158 Biscuit City Road, Charlestown, RI 02813
Maureen C. Sawyer	118 Sixth Avenue, East Greenwich, RI 02818
Nina Dash	783 Smith Street, Providence, RI 02908
Nancy P. Armstrong	82 Elmwood Drive, North Kingstown, RI 02852
Elizabeth C. Cugini	108 Watch Hill Road, Westerly, RI 02891
Laura A. Da Fonseca	38 Glenwood Drive, Swansea, MA 02777
Ann Marie Maccarone, Esq.	PO Box 8406, Cranston, RI 02920



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

