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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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CORPORATIONS DIV
2014 OCT 20 PM 1:26

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 Rhode Island Export Council

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 and made a part hereof.

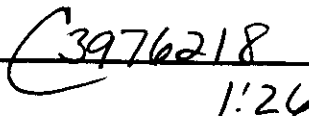
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

See Exhibit B attached hereto and made a part hereof.

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BY


1:26

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

1150 Douglas Pike

(Street Address, not P.O. Box)

Smithfield

(City/Town)

, RI 02917

(Zip Code)

and the name of its initial registered agent at

such address is Raymond Fogarty

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than 3 directors)
and the names and address of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>Raymond Fogarty</u>	<u>1150 Douglas Pike, Smithfield, RI 02917</u>
<u>A. Ray Thomas</u>	<u>1150 Douglas Pike, Smithfield, RI 02917</u>
<u>Joseph J. Nero</u>	<u>475 Kilvert Street, Building D, Warwick, RI 02886</u>
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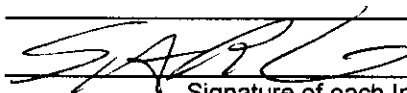
7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Stephen R. Ucci, Esq.</u>	<u>Edwards Wildman Palmer LLP</u>
<u> </u>	<u>2800 Financial Plaza, Providence, RI 02903</u>
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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 Upon filing of these Articles of Incorporation

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: October 16, 2014



Signature of each Incorporator

**EXHIBIT A
TO
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION
OF
RHODE ISLAND DISTRICT EXPORT COUNCIL**

3. The specific purpose or purposes for which the Corporation is organized are:

The corporation is organized without capital stock and is organized and shall be operated exclusively for charitable purposes, as specified in Section 7-6-4 of the Rhode Island Nonprofit Corporation Act. Such purposes shall be furthered by activities, which include but are not limited to

(1) To assist the Rhode Island based Export Assistance Center of the US Department of Commerce and for any other lawful purpose including but not limited to assisting Rhode Island based corporations and business entities enter into foreign markets for the sale of the Rhode Island corporations and business entities manufactured goods.

(2) To do any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

(3) to conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under the Rhode Island Nonprofit Corporation Act and described in Section 501(c)(3) of the Internal Revenue Code (the "Code"). These objectives may be furthered by the raising of funds to promote and encourage existing programs, create new programs, and by aiding in the building of facilities to strengthen these programs. The Corporation is organized exclusively for charitable purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its earnings shall ever inure to the benefit of any Director, officer, member or employee of the Corporation.

**EXHIBIT B
TO
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION
OF
RHODE ISLAND DISTRICT EXPORT COUNCIL**

4. 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 as follows:

a. No part of the net earnings or assets of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private individuals, or any organization organized and operated for a profit, 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 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 Rhode Island General Laws.

c. The corporation shall not be a membership corporation and shall have no authority to issue capital stock. The corporation shall not discriminate against any person on the basis of race, color or religion.

The affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The Directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

d. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the Corporation, the assets of the Corporation shall be distributed to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the directors of the Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

e. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its Directors, officers, and other persons to the full extent permitted by the Rhode Island General Laws but 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. A Director of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary 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 law; or (iii) for any transaction from which the Director derived an improper personal benefit.