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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 22 AM 11:53

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 THE MELANIN 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:

Please 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:

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

145 Phenix Avenue

(Street Address, not P.O. Box)

Cranston

(City/Town)

, RI 02920

(Zip Code)

and the name of its initial registered agent at

such address is John S. Petrone, Esq.

(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>Phillip Kelly</u>	<u>P.O. Box 2104, Providence, RI 02905</u>
<u>Kody Kelly</u>	<u>P.O. Box 2104, Providence, RI 02905</u>
<u>James Gallas</u>	<u>6610 Topper Ridge, San Antonio, TX 78233</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Phillip Kelly</u>	<u>P.O. Box 2104, Providence, RI 02905</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

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 22, 2014

Phillip Kelly
Phillip Kelly

Signature of each Incorporator

EXHIBIT "A"

To support and assist, and to make grants and gifts in aid and support and assistance of medical benefits of Melanin. And the entire income and principal of the endowment and assets of this Corporation shall be held and distributed solely for such purposes, except for the modest amount needed for expenses of administration of this Corporation in order to effectuate the said purposes. No part of its net earnings shall inure to the benefit of any individual except as a grant as above described; no substantial part of its activities shall be carrying on of propaganda or otherwise attempting to influence legislation; and it shall not participate in nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or referendum. If by reason of change in Section 501(c) of the United States Internal Revenue Code, or otherwise, the carrying out of any of the said purposes would cause the assets or income of this Corporation to be subject to federal income tax, no further distributions shall be made for such nonexempt purpose or purposes.



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

