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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

2015 MAR 13 PM 2:39
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 Tolman JROTC Booster Club, 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:
Tolman High School JROTC Booster Club Inc. is formed for the purpose of assisting and enhancing the
United States Marine Corps JROTC program hosted and located in the William E. Tolman High School,
150 Exchange Street, Pawtucket R.I. The Booster Club will provide financial and logistic assistance
to the JROTC Department so that the JROTC cadets may attend field trips, award ceremonies,
leadership camps, team events, celebrate the Marine Corps birthday and receive
scholarships and aid for other on and off-campus educational, civic or leadership events.

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 "Attachment B"

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

**JROTC Dept. Tolman High School, 150 Exchange Street**

(Street Address, not P.O. Box)

**Pawtucket**

(City/Town)

RI **02860**

(Zip Code)

and the name of its initial registered agent at

such address is **Jeffrey Richardson**

(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**

**Jeffrey Richardson**

**P.O. Box 734 West Kingston, RI 02881**

**Scott Smith**

**150 Exchange Street, Pawtucket, RI 02860**

**George Richardson**

**283 Hallville Road, Exeter, RI 02822**

7. The name and address of each incorporator is:

**Name**

**Address**

**Jeffrey Richardson**

**P.O. Box 734 West Kingston, RI 02881**

**Scott Smith**

**150 Exchange Street, Pawtucket, RI 02860**

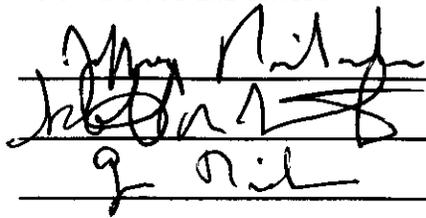
**George Richardson**

**283 Hallville Road, Exeter, RI 02822**

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30<sup>th</sup> day after the date of this filing upon 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: March 13, 2015

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

“Attachment B” Tolman JROTC Booster Club Inc.

Tolman JROTC Booster Club, Inc. (hereinafter “Booster Club”) may engage in any lawful act or activity for which a non-profit corporation may be organized under the laws of Rhode Island. The Booster Club is also organized for such lawful purposes as to the receiving and the making of distributions so that the Booster Club qualifies as an tax exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Booster Club shall inure to the benefit of, or be distributable to the club members, 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 the Mission Statement as set forth in its By-laws. The property of this corporation is irrevocably dedicated to the mission of the Booster Club and its purposes that are exempt under the IRS Code and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the profit and benefit of any private individual.

No person who serves without compensation, other than reimbursement for actual expenses, as an officer or director of the Booster Club qualified under 26 U.S.C. § 501(c)(3) shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his or her duties as an officer or director; provided, however, that the immunity conferred by this section shall not apply to any acts or omissions intentionally designed to harm or to any grossly negligent acts or omissions which result in harm to another person.

The Booster Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Booster Club.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

**The Booster Club will not engage in prohibited political and legislative activity under 501(c)(3).** 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

**“Attachment B” Tolman JROTC Booster Club Inc.**

**candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.**

**Upon the dissolution of the Booster Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.**



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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 blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

