



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 Acoustic

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

3.01 Purpose

Acoustic is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Acoustic's purpose is to raise awareness and necessary funding for the development and growth of several projects including but not limited to:

* The rehabilitation and assistance (medical, food, education) to communities living in extreme poverty.

*Implementing sustainable solutions to alleviate poverty and the effect a growing society has to the environment.

*Providing funds, guidance, education and outreach programs for children living in orphanages and/or extreme poverty.

* Implement lifeguard programs for communities in need worldwide.

* Providing funding assistance for individuals who have come up with solutions to benefit their community.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes by assisting them in raising awareness by utilizing social media channels to provide facts, statistics, and related data.

3.02 Public Benefit

Acoustic is designated as a public benefit corporation.

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:

4.01 NON-PROFIT NATURE

ACOUSTIC IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL

PURPOSES INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO PART OF THE NET EARNINGS OF ACOUSTIC SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 PURPOSE CLAUSE HEREOF. NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY ANY ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ACOUSTIC IS NOT ORGANIZED AND SHALL NOT BE OPERATED FOR THE PRIVATE GAIN OF ANY PERSON. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO ITS EDUCATIONAL AND CHARITABLE PURPOSES. NO PART OF THE ASSETS, RECEIPTS, OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ANY INDIVIDUAL. THE CORPORATION MAY, HOWEVER, PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND MAKE OTHER PAYMENTS AND DISTRIBUTIONS CONSISTENT WITH THESE ARTICLES.

4.02 DISSOLUTION

UPON TERMINATION OR DISSOLUTION OF THE ACOUSTIC, ANY ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR MORE QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR DESCRIBED IN ANY CORRESPONDING PROVISION OF ANY SUCCESSOR STATUTE) WHICH ORGANIZATION OR ORGANIZATIONS HAVE A CHARITABLE PURPOSE WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THE TERMINATING OR DISSOLVING CORPORATION.

THE ORGANIZATION TO RECEIVE THE ASSETS OF THE ACOUSTIC HEREUNDER SHALL BE SELECTED BY THE DISCRETION OF A MAJORITY OF THE MANAGING BODY OF THE ACOUSTIC AND IF ITS MEMBERS CANNOT SO AGREE, THEN THE RECIPIENT ORGANIZATION SHALL BE SELECTED PURSUANT TO A VERIFIED PETITION IN EQUITY FILED IN A COURT OF PROPER JURISDICTION AGAINST THE ACOUSTIC BY ONE (1) OR MORE OF ITS MANAGING BODY WHICH VERIFIED PETITION SHALL CONTAIN SUCH STATEMENTS AS REASONABLY INDICATE THE APPLICABILITY OF THIS SECTION. THE COURT UPON A FINDING THAT THIS SECTION IS APPLICABLE SHALL SELECT THE QUALIFYING ORGANIZATION OR ORGANIZATIONS TO RECEIVE THE ASSETS TO BE DISTRIBUTED, GIVING PREFERENCE IF PRACTICABLE TO ORGANIZATIONS LOCATED WITHIN THE STATE OF RHODE ISLAND.

IN THE EVENT THAT THE COURT SHALL FIND THAT THIS SECTION IS APPLICABLE BUT THAT THERE IS NO QUALIFYING ORGANIZATION KNOWN TO IT WHICH HAS A CHARITABLE PURPOSE, WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THIS CORPORATION, THEN THE COURT SHALL DIRECT THE DISTRIBUTION OF ITS ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION TO THE TREASURER OF THE STATE OF RHODE ISLAND TO BE ADDED TO THE GENERAL FUND.

4.03 PROHIBITED DISTRIBUTIONS

NO PART OF THE NET EARNINGS, OR PROPERTIES OF THIS CORPORATION, ON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF, OR BE

DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSON OR INDIVIDUAL, 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 III, SECTION 3.01.

4.04 RESTRICTED ACTIVITIES

NO SUBSTANTIAL PART OF THE CORPORATION'S ACTIVITIES SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

4.05 PROHIBITED ACTIVITIES

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX AS AN ORGANIZATION DESCRIBED BY SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE V

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

No. and Street: 341 CAROLINA BACK RD
City or Town: CHARLESTOWN State: RI Zip: 02813

The name of its initial registered agent at such address is ANN CIMINERO

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 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	ANN CIMINERO	341 CAROLINA BACK RD CHARLESTOWN, RI 02813 USA
DIRECTOR	DANIELLE CIMINERO	1199 SHANNOCK RD CHARLESTOWN, RI 02813 USA
DIRECTOR	GARY LYNN	1199 SHANNOCK RD CHARLESTOWN, RI 02813 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	ANN CIMINERO	341 CAROLINA BACK RD CHARLESTOWN, RI 02813 USA

ARTICLE VIII

Date when corporate existence is to begin 04/28/2015

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 16 Day of April, 2015 at 4:02:06 PM 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.

ANN CIMINERO

DANIELLE CIMINERO

GARY LYNN

Form No. 200
Revised 09/07

© 2007 - 2015 State of Rhode Island and Providence Plantations
All Rights Reserved