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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

2015 JUN 26 AM 8:35
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is The McHale Family Foundation

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

☐ The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The resolution to dissolve the corporation was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.

☒ The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on June 3, 2015, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

Exhibit A attached hereto and incorporated herein.

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BY CM 251697
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5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 3, 2015

The McHale Family Foundation

Print Corporate Name

By Rose B. McHale

☒ President or ☐ Vice President (check one)

AND

By _____

☒ Secretary or ☐ Assistant Secretary (check one)

5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 3, 2015

The McHale Family Foundation

Print Corporate Name

By _____

☒ President or ☐ Vice President (check one)

AND

By *Gini A. McHale*

☒ Secretary or ☐ Assistant Secretary (check one)

Exhibit A

**PLAN OF DISTRIBUTION
OF
THE MCHALE FAMILY FOUNDATION**

This Plan of Distribution (the "Plan") of The McHale Family Foundation, a Rhode Island nonprofit corporation (the "Corporation"), is intended to accomplish the complete dissolution of the Corporation through the distribution by it of all of its assets in accordance with the bylaws of the Corporation, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Rhode Island Nonprofit Corporation Act, as amended (the "Act"), pursuant to the following terms and conditions:

1. This Plan shall be and become effective upon its adoption and approval by the directors of the Corporation.
2. After the adoption of this Plan, the Corporation shall cease the active conduct of its business and shall wind up its affairs.
3. On or before December 31, 2015, the Corporation shall pay all of its ascertained liabilities, and shall set aside a reasonable amount in cash for the payment of unascertained or contingent liabilities and expenses. Any balance remaining in such reserve after the payment of liabilities and expenses shall be distributed in accordance with paragraph 4 of this Plan.
4. After the adoption of this Plan, the balance of all money, assets and other property of the Corporation, shall be distributed (a) equally among those current supported organizations of the Corporation that are organizations that would then qualify under Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any subsequently-amended or substituted law of the United States (the "Code") or (b) if no such organizations exist, as directed by its Board of Directors to one or more organizations that would then qualify under Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code and that are organized and operated exclusively for educational purposes for the people of the State of Rhode Island. Any of such assets not so disposed of shall be disposed of by the Superior Court for the county in which the principal office of the Corporation is then located, to one or more organizations organized and operated exclusively for such purposes and meeting the foregoing requirements, as said court shall determine, and if no such organizations then exist, to one or more organizations which then qualify under Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code and are organized and operated to benefit the people of the State of Rhode Island; provided, however, that all distributions that are described in section 501(c)(3) of the Code shall be made on a pro rata basis and shall be made on or before December 31, 2015.
5. The President is authorized, empowered and directed to proceed in accordance with the resolutions hereby adopted by the directors of the Corporation, the President being hereby further authorized to perform any acts or execute and deliver any documents that the President deems necessary or desirable to effectuate the intent of the directors of the Corporation to dissolve the Corporation in accordance with this Plan.



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:

Nellie M. Gorbea
Secretary of State

