



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 CARIBBEAN EDUCATIONAL AND BASEBALL FOUNDATION

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

To support and foster academic and athletic educational institutions and programs for young people living in the United States and the Caribbean region. Through instruction, both inside and outside of a classroom setting, the Corporation seeks to create an enduring environment for high-quality programs that integrate academics, athletics, and social values for youth living in communities within the United States and the Caribbean region.

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:

A. AT ALL TIMES, THE CORPORATION SHALL OPERATE EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

B. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO, ANY MEMBER, DIRECTOR, OR OFFICER OF THE CORPORATION OR TO ANY OTHER PRIVATE PERSON. HOWEVER, THE CORPORATION SHALL BE AUTHORIZED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS PURPOSES.

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

D. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON BY AN ENTITY EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE.

E. IN FURTHERANCE OF ITS CHARITABLE AND EDUCATIONAL PURPOSES, THE CORPORATION IS AUTHORIZED TO:

I. DEVELOP, CONDUCT, ADMINISTER AND COORDINATE ACADEMIC AND ATHLETIC PROGRAMS THAT PROVIDE SERVICES, TRAINING, ACTIVITIES, EQUIPMENT AND FACILITIES FOR THE YOUTH AND OTHER MEMBERS OF THE COMMUNITIES OF THE CARIBBEAN NATIONS;

II. EXPEND FUNDS AND PROVIDE FACILITIES, EQUIPMENT AND PERSONNEL IN ORDER TO ACHIEVE THE PURPOSES OUTLINED HEREIN;

III. DO ANY AND ALL OTHER THINGS DIRECTLY OR INDIRECTLY IN FURTHERANCE OF THE FOREGOING, TO THE EXTENT PERMITTED UNDER SECTION 501(C)(3) OF THE CODE AND THE LAWS OF THE STATE OF RHODE ISLAND.

F. IN CARRYING OUT THE FOREGOING, THE CORPORATION SHALL HAVE ALL POWERS NECESSARY OR INCIDENTAL TO ITS PURPOSES, CONSISTENT WITH THE POWERS OF A CORPORATION FORMED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, INCLUDING (BUT NOT LIMITED TO) THE FOLLOWING POWERS:

I. TO RAISE FUNDS AND TO RECEIVE GRANTS, GIFTS, AND BEQUESTS FROM ANY SOURCE;

II. TO BUY, ACQUIRE, HOLD, RETAIN, SELL AND OTHERWISE DISPOSE OF PROPERTY OF ANY NATURE WHATSOEVER;

III. TO CONTRACT WITH, AND OTHERWISE FORM ALLIANCES WITH, OTHER PERSONS, AGENCIES OR ORGANIZATIONS OF EVERY KIND;

IV. BORROW OR LEND MONEY, AND TO PLEDGE AND RECEIVE PLEDGES OF PROPERTY AS COLLATERAL; AND

V. TO ADMIT MEMBERS AND TO RECEIVE DUES FROM MEMBERS.

G. SUBJECT TO APPLICABLE PROVISIONS OF LAW, THE CORPORATION MAY AT ANY TIME, UPON THE AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF ITS DIRECTORS, DISSOLVE. UPON SUCH DISSOLUTION, ALL OF THE ASSETS OF THE CORPORATION, AFTER PROVISION FOR PAYMENT OF ALL DEBTS AND JUST OBLIGATIONS, SHALL BE CONTRIBUTED TO AN ORGANIZATION HAVING GOALS AND CHARACTER SIMILAR TO THE CORPORATION, PROVIDED THAT SUCH ORGANIZATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL OR SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, AND WHICH SHALL AT THAT TIME QUALIFY AS AN ORGANIZATION EXEMPT FROM TAXATION UNDER THAT SECTION.

ARTICLE V

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

No. and Street: 50 KENNEDY PLAZA, SUITE 1500

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

HASLAW, INC.

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	LOU SCHWECHHEIMER	21 LAND 'N SEA DRIVE WAKEFIELD, RI 02879 USA
DIRECTOR	MATT WHITE	21 LAND 'N SEA DRIVE WAKEFIELD, RI 02879 USA
DIRECTOR	ANNIE LIFE	21 LAND 'N SEA DRIVE WAKEFIELD, RI 02879 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	ALEXANDER J. MISKA	C/O HINCKLEY, ALLEN & SNYDER LLP, 20 CHURCH ST. PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 08/26/2015
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 26 Day of August, 2015 at 4:41:43 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.
/S/ ALEXANDER J. MISKA

Form No. 200
Revised 09/07

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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

