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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

2015 NOV 23 AM 9:59

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OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

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 Empowerment Factory
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:
See attachment
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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By 261695
A.A. 9:59 A.M.

5. The address of the initial registered office of the corporation is 222 Jefferson Blvd., Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is United States Corporation Agents, Inc.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Gail Ahlers</u>	<u>999 Main Street, studio 707, Pawtucket, RI 02860</u>
<u>Maureen Cary</u>	<u>999 Main Street, studio 707, Pawtucket, RI 02860</u> 
<u>Wendy Fachon</u>	<u>999 Main Street, studio 707, Pawtucket, RI 02860</u>
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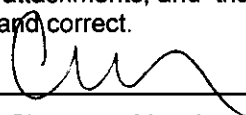
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Cheyenne Moseley</u>	<u>c/o LegalZoom.com, Inc., 101 N. Brand Blvd., 10th Floor, Glendale, CA 91203</u>
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8. Date when corporate existence is to begin _____
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: 11/20/15

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.



Cheyenne Moseley

Signature of each Incorporator

Attachment to
Articles of Incorporation of
The Empowerment Factory

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: The mission is to create a community of smarter, happier and more empowered people by providing creative after-school programs to empower youth with important tools for life success, as well as programs for entrepreneurs and people in transition.

No part of the net earnings of this organization 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 herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or 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. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.