



**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 Alzheimer's Hope Research Foundation

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

SAID CORPORATION IS A NONPROFIT PUBLIC BENEFIT ORGANIZATION THAT IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES AS SPECIFIED WITHIN THE MEANING OF SECTION 501(C)3 OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATE INTERNAL REVENUE LAW AND THE REGULATIONS PROMULGATED THEREUNDER (THE "CODE")). SUCH PURPOSES SHALL BE FURTHERED BY ACTIVITIES WHICH ARE INCLUDE, BUT ARE NOT LIMITED TO TRANSACTING ANY RELATED LAWFUL ACTIVITY OR BUSINESS IN WHICH NONPROFIT CORPORATIONS MAY BE ENGAGED UNDER THE RHODE ISLAND NON-PROFIT CORPORATION ACT. NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS OR ANY ORGANIZATION ORGANIZED AND OPERATED FOR A PROFIT, 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 3 HEREOF. THE CORPORATION SHALL HAVE NO AUTHORITY TO ISSUE CAPITAL STOCK.

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. THE UNDERSIGNED, CONSTITUTING ALL MEMBERS OF THE BOARD OF DIRECTORS OF ALZHEIMER'S HOPE RESEARCH IN THE EVENT OF ANY LIQUIDATION OR DISSOLUTION OF THE CORPORATION, NO DIRECTOR OR OFFICER OR INDIVIDUAL SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND, UPON SUCH LIQUIDATION, THE BOARD OF DIRECTORS OF THE CORPORATION, AFTER PAYMENT OF ALL THE DEBTS AND OBLIGATIONS OF THE CORPORATION, SHALL DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION IN SUCH MANNER, AND TO SUCH ORGANIZATION(S) ORGANIZED AND OPERATED FOR THE EXEMPT PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION(S) UNDER SECTION 501(C)(3) OF THE CODE, OR TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, EXCLUSIVELY FOR A PUBLIC PURPOSE.

B. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING 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 THESE ARTICLES, 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 CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

C. WITHOUT IN ANY WAY LIMITING THE FORGOING, THE CORPORATION SHALL HAVE THOSE POWERS GRANTED BY SECTION 7-6-5 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED (THE "RHODE ISLAND GENERAL LAWS").

D. THE AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS; EACH MEMBER OF THE BOARD OF DIRECTORS SHALL HAVE ONE VOTE. THE DIRECTORS AND OFFICERS OF THE CORPORATION, TERMS OF OFFICE, METHOD OF SELECTION, RESPECTIVE DUTIES, AND ALL THINGS PERTAINING THERETO, ARE DEFINED AND ESTABLISHED BY THE

BY-LAWS OF THE CORPORATION.

E. THE CORPORATION SHALL HAVE THE POWER TO INDEMNIFY, AND TO PURCHASE AND MAINTAIN INSURANCE FOR ITS DIRECTORS, OFFICERS, AND OTHER PERSONS TO THE FULL EXTENT PERMITTED BY THE LAW OF THE STATE OF RHODE ISLAND, BUT ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS A CORPORATION EXEMPT UNDER SECTION 501(C)(3) OF THE CODE SHALL NOT BE AFFECTED THEREBY. A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY FOR (I) ANY BREACH OF THE DIRECTOR’S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE V

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

No. and Street: 643 METACOM AVENUE
City or Town: BRISTOL State: RI Zip: 02809

The name of its initial registered agent at such address is MICHAEL A. LUCAS, CPA

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	SCOTT LOWELL	1210 KENSINGTON DETROIT, MI 48230 USA
DIRECTOR	DONNA STEWARD	31729 FOREST LANE WARREN, MI 48093 USA
DIRECTOR	SUSANNAH WERNICKE	18634 OAK DRIVE DETROIT, MI 48221 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	HEIDI HOWARD	12 MORNING STREET, SUITE 3 PORTLAND, ME 04101 USA

ARTICLE VIII

Date when corporate existence is to begin 12/12/2016

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

Signed this 12 Day of December, 2016 at 6:17:39 AM 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.

HEIDI HOWARD

Form No. 200
Revised 09/07

© 2007 - 2016 State of Rhode Island and Providence Plantations
All Rights Reserved



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

