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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

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Angels On Horseback Therapeutic Riding School, Inc.

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:

The corporation is organized exclusively to operate a horse riding school for the
benefit of disabled and/or underprivileged individuals.

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:

See attached

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5. The address of the initial registered office of the corporation is Suite 330, Summit West, 300 Centerville Road
(Street Address, not P.O. Box)
Warwick, RI 02886, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Dean G. Robinson
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Five
(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>Susan Griffin</u>	<u>12 Bridgeview Drive, Richmond, RI 02892</u>
<u>Tina McCaughern-Carucci</u>	<u>134 Rattlesnake Ledge Road, Salem, CT 06420</u>
<u>Neide Caetano</u>	<u>P.O. Box 4076, New Bedford, MA 02744</u>
<u>Suzette Ward</u>	<u>15 Bridgeview Drive, Richmond, RI 02892</u>
<u>Shelly McCann</u>	<u>399 Oak Grove Avenue, Fall River, MA 02723</u>
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Dean G. Robinson</u>	<u>300 Centerville Road, Warwick, RI 02886</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin Upon the filing of these Articles
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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.

Date: August 21, 2003

Dean G. Robinson

Signature of each Incorporator

ARTICLE IV
(Attachment)

No director or officer shall be personally liable to the corporation for breach of any duty owed to the corporation.

No director or officer of the corporation will as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor will any part of the net earnings of the corporation inure to the benefit of any such person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, nor will the corporation participate or intervene in any political campaign on behalf of any candidate for public office.

The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation will not retain any excess business holdings as defined under Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Angels On Horseback Therapeutic Riding School, Inc. is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations qualified under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

No part of the net earnings of Angels On Horseback Therapeutic Riding School, Inc. shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that Angels On Horseback Therapeutic Riding School, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of Angels On Horseback Therapeutic Riding School, Inc. shall involve publishing or distributions of statements related to any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, Angels On Horseback Therapeutic Riding School, Inc. shall not carry on any other activities not permitted to be carried on by (i) a corporation/organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (ii) a corporation/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).

Upon the dissolution of Angels On Horseback Therapeutic Riding School, Inc. all remaining assets 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. If, however the named recipient of all or any part of such final distribution is not then in existence or no longer a qualified distributee, or unwilling, or unable to accept the distribution, then the assets of Angels On Horseback Therapeutic Riding School, Inc. shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any Federal tax code).