



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 Navigant Credit Union Charitable Foundation, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

A. TO GIVE BACK TO THE COMMUNITY BY SUPPORTING, PROMOTING, AND FURTHERING CHARITABLE, EDUCATIONAL, SOCIAL SERVICE, CULTURAL, PUBLIC HEALTH, AND CIVIC ORGANIZATIONS, ACTIVITIES, AND CAUSES, PRIMARILY (BUT NOT EXCLUSIVELY) AFFECTING COMMUNITIES IN WHICH NAVIGANT CREDIT UNION HAS BRANCH OFFICES OR MEMBERS.

B. TO DIRECTLY AND INDIRECTLY SUPPORT, PROMOTE, FURTHER, ENGAGE IN, CARRY ON, OR PERFORM ANY CHARITABLE WORKS AND ACTIVITIES PERMITTED TO AN ORGANIZATION EXEMPT UNDER (AND CONSISTENT WITH THE PROVISIONS OF) SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND.

C. NO MORE THAN AN INSUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE IN FURTHERANCE OF NONEXEMPT PURPOSES.

D. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE 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.

E. ANY OTHER PROVISIONS HEREIN NOTWITHSTANDING, THE CORPORATION WILL AT ALL TIMES BE ORGANIZED AND OPERATED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SHALL NOT HAVE THE POWER TO DO ANYTHING OR TAKE ANY ACTION WHICH WOULD CAUSE IT TO CEASE TO QUALIFY AS A NON-PROFIT CORPORATION UNDER STATE LAW OR AS AN ORGANIZATION EXEMPT UNDER SECTIONS 501(C)(3) OF THE INTERNAL REVENUE CODE.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; OR TO A CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AND (II) TO THE GENERAL LAWS OF RHODE ISLAND SHALL BE DEEMED TO REFER TO THE GENERAL LAWS OF 1956, AS NOW IN FORCE OR HEREAFTER AMENDED, OR TO A

CORRESPONDING PROVISION OF ANY FUTURE COMPILATION OF GENERAL LAWS.

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:

1. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET INCOME OR PROFITS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.

2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO ONE OR MORE EDUCATIONAL, SCIENTIFIC, OR CHARITABLE ORGANIZATIONS THEN EXEMPT UNDER SECTION 501(C)(3) OF THE CODE THAT SHARE A CONSISTENT MISSION WITH THAT OF THE CORPORATION.

3. NO DIRECTOR OR OFFICER SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER THAT THE LIABILITY OF A DIRECTOR OR OFFICER, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW, SHALL NOT BE LIMITED OR ELIMINATED (I) FOR ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND GENERAL LAWS ARE AMENDED AFTER THE ADOPTION OF THIS SECTION TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS OR OFFICERS, THEN THE LIABILITY OF EACH DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY RHODE ISLAND GENERAL LAWS, AS SO AMENDED.

ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED.

ARTICLE V

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

No. and Street: PARTRIDGE SNOW & HAHN LLP

40 WESTMINSTER STREET, SUITE 1100

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

KIMBERLY I. MCCARTHY, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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	GARY E. FURTADO	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	ROLAND R. LACHAPELLE	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	TIMOTHY J. DRAPER	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	ANN M. KASHMANIAN	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 USA
DIRECTOR	LISA G. DANDENEAU	1005 DOUGLAS PIKE SMITHFIELD, RI 02917 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	KIMBERLY I. MCCARTHY, ESQ.	40 WESTMINSTER STREET, SUITE 1100 PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin

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

Signed this 27 Day of January, 2017 at 10:45:10 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.

KIMBERLY I. MCCARTHY, ESQ.

Form No. 200
Revised 09/07



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

