



**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 Townies for Responsible Government

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO PROMOTE OPEN, CLEAN AND HONEST GOVERNMENT IN THE CITY OF EAST PROVIDENCE AND IN THE DEALINGS OF STATE LEGISLATORS FROM EAST PROVIDENCE AND TO EXPOSE CLOSED, DISHONEST OR DISINGENUOUS PRACTICES BY EAST PROVIDENCE OFFICEHOLDERS THAT DO NOT SERVE THE PUBLIC GOOD.

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 INTERNAL AFFAIRS OF THE CORPORATION SHALL BE GOVERNED BY ITS BY-LAWS.

B. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, 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 IN ARTICLE THIRD HEREOF.

C. 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)(4) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

D. NO DIRECTOR OR OFFICER UNDERTAKING TO EXERCISE THE RESPONSIBILITIES OF A DIRECTOR OR OFFICER SHALL HAVE PERSONAL LIABILITY TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF

SUCH DIRECTOR'S OR OFFICER'S DUTY AS A DIRECTOR OR OFFICER FOR (1) ANY BREACH OF SUCH DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION AND ITS MEMBERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR(3) ANY TRANSACTION FROM WHICH SUCH DIRECTOR OR OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT (UNLESS SAID TRANSACTION IS PERMITTED BY RHODE ISLAND GENERAL LAWS 7-6-26.1)

E. THE ORGANIZATION AGREES TO INDEMNIFY, DEFEND AND SAVE HARMLESS THE BOARD MEMBERS, ITS OFFICERS, DIRECTORS AND EMPLOYEES, FROM AND AGAINST ALL LIABILITY, LOSS, COST OR EXPENSE (INCLUDING ATTORNEY'S FEES) BY REASON OF LIABILITY IMPOSED UPON THE CLIENT, ARISING OUT OF OR RELATED TO ORGANIZATION'S ACTIVITIES, WHETHER CAUSED BY OR CONTRIBUTED TO BY THE MEMBERS OR ANY OTHER PARTY INDEMNIFIED HEREIN, UNLESS CAUSED BY THE SOLE NEGLIGENCE OF THE MEMBER OR ANY OTHER PARTY INDEMNIFIED HEREIN.

F. UPON THE DISSOLUTION OF THE CORPORATION, ASSETS AND PROPERTY SHALL, AFTER PAYMENT OF NECESSARY EXPENSES, BE DISTRIBUTED TO THE TO ANOTHER NON-PROFIT ORGANIZATION FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF THE INTERNAL REVENUE 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 OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

G. DISSOLUTION REQUIRES THE CONCURRENCE OF THREE-FOURTHS (3/4THS) OF THE DIRECTORS IN OFFICE, FOLLOWED BY A VOTE OF TWO-THIRDS (2/3RDS) OF THE GENERAL MEMBERSHIP.

H. AMENDMENTS TO THE ARTICLES OF INCORPORATION MUST BE APPROVED BY TWO-THIRDS (2/3RDS) OF THE CURRENT DIRECTORS IN OFFICE AND SUBSEQUENTLY BY TWO-THIRDS (2/3RDS) OF THE MEMBERSHIP. EXCEPT TO AMEND THE REGISTERED AGENT OR REGISTERED OFFICE OR UPDATE NAMES OF OFFICERS AND DIRECTORS VIA THE ANNUAL REPORT, WHICH MAY BE APPROVED BY A SINGLE MAJORITY VOTE. NO CHANGES SHALL TAKE EFFECT UNTIL SUBMITTED TO AND APPROVED BY THE RHODE ISLAND OFFICE OF THE SECRETARY OF STATE IN ACCORDANCE WITH RHODE ISLAND LAWS.

ARTICLE V

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

No. and Street: 67 DORR AVENUE

APT 2

City or Town: EAST PROVIDENCE

State: RI

Zip: 02915

The name of its initial registered agent at such address is JASON J. DESROSIERS

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	JASON J DESROSIERS	67 DORR AVENUE EAST PROVIDENCE, RI 02915 USA
DIRECTOR	SCOTT SCIENZO	58 WOODBINE STREET EAST PROVIDENCE, RI 02915 USA
DIRECTOR	CHRISTOPHER DIAS	1 DELS LANE EAST PROVIDENCE, RI 02915 USA
DIRECTOR	DANIEL P ISABEL	75 CATALPA AVENUE EAST PROVIDENCE, RI 02915 USA
DIRECTOR	KEVIN K HALL	90 LYON AVENUE EAST PROVIDENCE, RI 02915 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	JASON J DESROSIERS	67 DORR AVENUE EAST PROVIDENCE, RI 02915 USA
INCORPORATOR	SCOTT SCIENZO	58 WOODBINE STREET EAST PROVIDENCE, RI 02915 USA
INCORPORATOR	CHISTOPHER DIAS	1 DELS LANE EAST PROVIDENCE, RI 02915 USA
INCORPORATOR	DANIEL P. ISABEL	75 CATALPA AVENUE EAST PROVIDENCE, RI 02915 USA
INCORPORATOR	KEVIN K HALL	90 LYON AVENUE EAST PROVIDENCE, RI 02914 USA

ARTICLE VIII

Date when corporate existence is to begin 03/20/2017

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

Signed this 21 Day of March, 2017 at 8:25:35 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.

JASON JON DESROSIERS

SCOTT SCIENZO

CHRISTOPHER DIAS

KEVIN KING HALL

DANIEL P ISABEL

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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:

March 20, 2017 06:58 PM

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

