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104403



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

ORIGINAL ARTICLES OF INCORPORATION

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 Troop Riverside, 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:
To lease, maintain, and operate the building located at 351 Willett
Avenue in the City of East Providence in the State of Rhode Island
which is used and will continue to be used by East Providence Girl
Scouts for their activities. In order to conduct the activities of the
corporation, the corporation will seek donations, hold fund-raising
activities, invest funds, and engage in any lawful act or activity for
which non-profit corporations may be organized under Chapter 7-6 of the
General Laws, 1956, as amended.
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:
 - 4A. Troop Riverside, Inc. is separate and distinct from Girl Scouts of
Rhode Island Inc. and Girl Scouts U.S.A. There is no express, implied,
or apparent authority or relationship given to this corporation by
Girl Scouts of Rhode Island Inc. or Girl Scouts U.S.A. There is no
affiliation - in any manner - with Girl Scouts of Rhode Island Inc. or
Girl Scouts U.S.A.

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5. The address of the initial registered office of the corporation is 44 Cove Street
(Street Address, not P.O. Box)

Riverside, RI 02915 and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Elaine Mathers
(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:

Name	Address
<u>Elaine Mathers</u>	<u>44 Cove Street, Riverside, R.I. 02915</u>
<u>Linda L. Arruda</u>	<u>49 Dearborn Drive, East Providence, R.I. 02915</u>
<u>Joyce D. Smedberg</u>	<u>41 Planet Avenue, Riverside, R.I. 02915</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

Name	Address
<u>Elaine Mathers</u>	<u>44 Cove Street, Riverside, R.I. 02915</u>
<u>Linda L. Arruda</u>	<u>49 Dearborn Drive, East Providence, R.I. 02915</u>
<u>Joyce D. Smedberg</u>	<u>41 Planet Avenue, Riverside, R.I. 02915</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence to begin January 15, 1999
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated January 15, 19 99

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.

FILED

JAN 15 1999

By JMD 2/16/99

Elaine Mathers
Linda L. Arruda
Joyce D. Smedberg

Signature of each Incorporator

CONTINUATION OF DUPLICATE ARTICLES OF INCORPORATION

FOR

TROOP RIVERSIDE, INC. EIN: 05-0501940

4B. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

4C. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit.