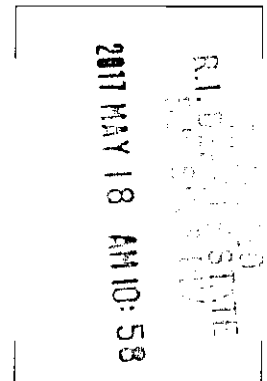




State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**



**Articles of Incorporation**  
 DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: <b>Aletheia Counseling Ministries, Inc.</b>		
2. The period of its duration is: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: <b>See Attachment I.</b>          <div style="text-align: right;">Check the box to indicate an attachment. <input checked="" type="checkbox"/></div>		
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: <b>See Attachment II.</b>          <div style="text-align: right;">Check the box to indicate an attachment. <input checked="" type="checkbox"/></div>		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Name <b>Jim Ricci</b>		
Street Address ( <u>NOT</u> a P.O. Box) <b>Cranston Christian Fellowship, 1114 Scituate Avenue</b>		
City <b>Cranston</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02921</b>

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

10:58  
**FILED**  
 MAY 18 2017  
 BY LC 303994

6. The number of the initial Board of Directors of the Corporation is 10 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
See Attachment III.	

Check the box to indicate an attachment. ☒

7. The name and address of each incorporator is:

NAME	ADDRESS
Lena Thomas Melendez, Esq.	Legal Center for Nonprofits, Inc., 412 County St., New Bedford, MA 02740

Check the box to indicate an attachment. ☒


8. Date when these articles will be effective: **CHECK ONLY ONE BOX**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the day of filing) \_\_\_\_\_

*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.*

Type or Print Name of Incorporator Lena Thomas Melendez, Esq.	Date 5/16/17
--	-----------------

Signature of Incorporator 	SIGN DOCUMENT HERE
--	--------------------

Type or Print Name of Incorporator	Date
------------------------------------	------

Signature of Incorporator	SIGN DOCUMENT HERE
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Type or Print Name of Incorporator	Date
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Signature of Incorporator	SIGN DOCUMENT HERE
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**Aletheia Counseling Ministries, Inc.**  
**Articles of Incorporation**

**Attachment I**

To provide pastoral counseling and guidance based on biblical principles to assist people in overcoming personal difficulties and suffering; and to educate and support churches seeking to improve their own counseling ministries.

This corporation is organized and operated exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This corporation may carry on all lawful activities and programs in furtherance of the foregoing purposes as may be carried on by a Corporation organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, and described in Chapter 501(c)(3) of the Internal Revenue Code, as amended.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the foregoing purpose.

**Attachment II**

(1) Members. The corporation shall have members as may be set forth in the bylaws.

(2) No private inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above.

(3) Limitation on influencing legislation; prohibition on political campaign intervention. 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.

(4) Indemnification of Directors and Officers. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement

payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or
- (iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under the Rhode Island Nonprofit Corporation Act, as amended; or
- (iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to the indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect

any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for or was made with the written consent of such Indemnified Officer.

(5) Distribution of Assets in Event of Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. 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.

### **Attachment III**

Sam Koldyk	172 Villa Avenue, Warwick, RI 02886
Ann Webb	270 Killingly Street, Providence, RI 02909
Brian Glatz	4 Joyce Ann Drive, Smithfield, RI 02917
Mary Brennan	5 Haven Street, Smithfield, RI 02917
Todd Hampson	175 Plum Beach Road, Saunderstown, RI 02874
Cynthia D'Attilio	61 Rose Hill Drive, Cranston, RI 02920
Kitty Holt	29 Suddard Lane, North Scituate, RI 02857
Richard Canning	601A Buttonwoods Avenue Warwick 02886
Rick Bringham	59 Iron Horse Terrace, North Kingstown, RI 02852
Steve Abbott	79 Interlocken Road, East Providence, RI



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:

May 18, 2017 10:58 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

