



**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 What Cheer Flower Farm

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

SPECIFICALLY THE PURPOSE OF THE ORGANIZATION SHALL BE TO GROW, COLLECT
AND DONATE FLOWER BOUQUETS TO
CITIZENS OF RHODE ISLAND WHO ARE SICK, ELDERLY, IMPOVERISHED AND/OR
OTHERWISE IN NEED OF THE BEAUTY AND
SOLACE FLOWERS PROVIDE.

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:

FIRST: THE NAME OF THE CORPORATION SHALL BE WHAT CHEER FLOWER FARM.
THE CORPORATION SHALL BE
INCORPORATED UNDER THE NON-PROFIT LAWS OF THE STATE OF RHODE ISLAND.

SECOND: THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE
CORPORATION IS TO BE LOCATED IS C/O
WHAT CHEER GROUP, LLC, 160 WESTMINSTER STREET, SUITE 201, CITY OF
PROVIDENCE, PROVIDENCE COUNTY
RHODE ISLAND 02903.

THIRD: SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE,
RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC
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. SPECIFICALLY THE PURPOSE OF THE
ORGANIZATION SHALL BE TO GROW,

COLLECT AND DONATE FLOWER BOUQUETS TO CITIZENS OF RHODE ISLAND WHO ARE SICK, ELDERLY, IMPOVERISHED AND/OR OTHERWISE IN NEED OF THE BEAUTY AND SOLACE FLOWERS PROVIDE.

FOURTH: THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE THE INITIAL DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

ANNE H. HOLLAND ADDRESS: C/O WHAT CHEER GROUP, LLC
160 WESTMINSTER STREET
SUITE 201
PROVIDENCE, RI 02903

SHELBY DOGETT ADDRESS: 106 JENKINS STREET
PROVIDENCE, RI 02906

MARIAN PURVIANCE ADDRESS: 114 BURGESS AVENUE
EAST PROVIDENCE, RI 02914

FIFTH: 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 IN ARTICLE THIRD HEREOF. 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. 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)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. 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 PURPOSES OF THIS CORPORATION.

SIXTH: 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.

ARTICLE V

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

No. and Street: C/O WHAT CHEER GROUP, LLC
160 WESTMINSTER STREET, SUITE 201

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ANNE H. HOLLAND

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 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	ANNE H. HOLLAND	C/O WHAT CHEER GROUP, LLC, 160 WESTMINSTER ST. PROVIDENCE, RI 02903 USA
DIRECTOR	SHELBY DOGGETT	106 JENKINS ST. PROVIDENCE, RI 02906 USA
DIRECTOR	MARIAN PURVIANCE	114 BURGESS STREET EAST PROVIDENCE, RI 02914 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	ANNE H. HOLLAND	C/O WHAT CHEER GROUP, LLC, 160 WESTMINSTER STREET PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 10/06/2017

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

Signed this 6 Day of October, 2017 at 3:57:48 PM 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.

ANNE H. HOLLAND

Form No. 200
Revised 09/07

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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:

October 06, 2017 03:54 PM

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

