



**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 The Rhode Island Franchisee Association Incorporated

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

TO COMMUNICATE ISSUES OF SIGNIFICANCE TO AND EDUCATE FRANCHISEES WITH AN INTEREST IN SMALL BUSINESS IN THE STATE OF RHODE ISLAND TO ENCOURAGE GROWTH, STABILITY, AND SECURITY FOR BUSINESSES, EMPLOYEES AND THE ECONOMY, AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED.

**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:

ADDITIONAL PROVISIONS TO THE ARTICLES OF INCORPORATION OF THE RHODE ISLAND FRANCHISEE ASSOCIATION INCORPORATED (THE "CORPORATION")

(A) NO DISTRIBUTIONS. THE CORPORATION IS NOT ORGANIZED FOR PROFIT AND NO PART OF THE NET EARNINGS OR ASSETS 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 3 OF THE ARTICLES OF INCORPORATION.

(B) NO PERSONAL LIABILITY OF DIRECTORS. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (A "DIRECTOR") SHALL NOT BE PERSONALLY

LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF ANY DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (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 AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL

LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED OR LIMITED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH (B) BY THE CORPORATION

SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(C) BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BYLAWS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDING THEREOF SHALL BE AS PROVIDED IN THE BYLAWS.

(D) NO PERSONAL LIABILITY OF OFFICERS. AN OFFICER THE CORPORATION (AN "OFFICER") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF ANY DUTY AS AN OFFICER, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE OFFICER'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (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 OFFICER DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF OFFICERS, THEN THE LIABILITY OF AN OFFICER SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED OR LIMITED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH (D) BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF AN OFFICER OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(E) INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY SECTION 7-6-6 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, THE CORPORATION'S BYLAWS MAY, SUBJECT TO THE PROVISIONS OF THIS PARAGRAPH (E), INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINE APPROPRIATE, SPECIFICALLY INCLUDING THE AUTHORIZATION OF THE FOLLOWING:

(I) PAYMENT, ON BEHALF OF A DIRECTOR OR OFFICER, FOR ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE

DIRECTOR OR OFFICER (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER DIRECTORS OR OFFICERS) BY REASON OF ANY COVERED ACT OF THE DIRECTOR OR OFFICER.

(II) COVERAGE OF A LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A DIRECTOR OR OFFICER NO LONGER SERVING IN AN OFFICIAL CAPACITY, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF A DECEASED DIRECTOR OR OFFICER, OR LEGAL REPRESENTATIVE OF AN INCOMPETENT, INSOLVENT OR BANKRUPT DIRECTOR OR OFFICER, WHERE THE DIRECTOR OR OFFICER WAS A DIRECTOR OR OFFICER AT THE TIME THE COVERED ACT UPON WHICH SUCH CLAIMS ARE BASED OCCURRED.

(III) ADVANCEMENT OF EXPENSES TO A DIRECTOR OR OFFICER PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREFROM, INVOLVING SUCH DIRECTOR OR OFFICER AND BASED ON THE ALLEGED COMMISSION BY SUCH DIRECTOR OR OFFICER OF A COVERED ACT, SUBJECT TO AN UNDERTAKING BY OR ON BEHALF OF SUCH DIRECTOR OR OFFICER TO REPAY THE SAME TO THE CORPORATION IN THE EVENT INDEMNIFICATION IS NOT PERMITTED UNDER THIS PARAGRAPH (E) AND THE FINAL DISPOSITION OF SUCH ACTION, SUIT, PROCEEDING OR APPEAL RESULTS IN AN ADJUDICATION ADVERSE TO SUCH DIRECTOR OR OFFICER.

NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BYLAWS AUTHORIZED BY THIS PARAGRAPH (E) MAY NOT INDEMNIFY A DIRECTOR OR OFFICER FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE FOR ANY EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST A DIRECTOR OR OFFICER FOR: (I) ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION, (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) ANY TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

FOR PURPOSES OF THIS PARAGRAPH (E), WHEN USED HEREIN:

"LOSS" MEANS ANY AMOUNT WHICH A DIRECTOR OR OFFICER IS LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR A COVERED ACT AND SHALL INCLUDE, WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENT, FINES, OR PENALTIES.

"EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH THE DEFENSE OF ANY CLAIM FOR A COVERED ACT, INCLUDING, WITHOUT BEING LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES OR BONDS NECESSARY TO PURSUE AN APPEAL OF AN ADVERSE JUDGMENT.

"COVERED ACT" MEANS ANY ACT OR OMISSION OF A DIRECTOR OR OFFICER IN THE DIRECTOR'S OR OFFICER'S OFFICIAL CAPACITY WITH THE CORPORATION.

#### ARTICLE V

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

No. and Street: 499 WARREN AVENUE

City or Town: EAST PROVIDENCE

State: RI

Zip: 02914

The name of its initial registered agent at such address is

JOHN JUSTO

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 6 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	ROBERT BATISTA	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
DIRECTOR	CHRISTOPHER J. PRAZERES	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
DIRECTOR	JAMES LYNCH	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
DIRECTOR	JOHN JUSTO	499 WARREN AVENUE EAST PROVIDENCE, RI 02914 USA
DIRECTOR	STEVEN GABELLIERI	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
DIRECTOR	GUIDO PETROSINELLI	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA

#### ARTICLE VII

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	ROBERT BATISTA	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
INCORPORATOR	CHRISTOPHER J. PRAZERES	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
INCORPORATOR	JAMES LYNCH	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
INCORPORATOR	JOHN JUSTO	499 WARREN AVENUE EAST PROVIDENCE, RI 02914 USA
INCORPORATOR	STEVEN GABELLIERI	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA
INCORPORATOR	GUIDO PETROSINELLI	40 JORDAN STREET EAST PROVIDENCE, RI 02914-1214 USA

#### ARTICLE VIII

Date when corporate existence is to begin 10/26/2017

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

**Signed this 26 Day of October, 2017 at 4:15:58 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.**

/S/ ROBERT BATISTA

/S/ CHRISTOPHER J. PRAZERES

/S/ JAMES LYNCH

/S/ JOHN JUSTO

/S/ STEVEN GA

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 26, 2017 04:15 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*

