



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 NICOLOSI FOUNDATION FOR ANIMAL WELFARE

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE PURPOSE OF THE CORPORATION IS TO PROMOTE ANIMAL WELFARE THROUGH VARIOUS PROGRAMS PERTAINING TO ANIMAL RESCUE, RESPONSIBLE ANIMAL PLACEMENT, HUMANE POPULATION CONTROL TECHNIQUES, PROMOTION OF HUMANELY RAISED ANIMALS, AND TO CARRY ON ANY OTHER LAWFUL ACTIVITY IN SUPPORT AND TO THE BENEFIT OF THE FOREGOING STATED PURPOSES AS MAY BE CARRIED ON BY AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND BY A CORPORATION FORMED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT, R.I. GEN. LAWS 7-6 ET SEQ.

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 CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, AND THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS WHICH QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(B) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ANY OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL, 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 ITS EXEMPT PURPOSES. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF 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.

(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)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE CODE); OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE FEDERAL TAX CODE).

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE CORPORATION'S ASSETS SHALL NOT BE CONVEYED TO ANY ORGANIZATION CREATED OR OPERATED FOR PROFIT OR TO ANY INDIVIDUAL, AND ALL OF THE REMAINING ASSETS OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, SHALL BE CONVEYED OR DISTRIBUTED TO ONE OR MORE ORGANIZATIONS WITH PURPOSES SIMILAR TO THE PURPOSES OF THE CORPORATION AND EXEMPT FROM TAXATION UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING PROVISION OF ANY FUTURE FEDERAL TAX CODE). 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 ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(E) THE CORPORATION MAY EXERCISE ALL OTHER RIGHTS AND POWERS CONFERRED UPON CORPORATIONS FORMED UNDER RHODE ISLAND GENERAL LAWS, CHAPTER 7-6, AS NOW IN FORCE OR AS HEREAFTER AMENDED; PROVIDED, HOWEVER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE SPECIFIC AND PRIMARY PURPOSES OF THE CORPORATION.

(F) THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND IN A MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(G) THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(H) THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(I) THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(J) THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE V

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

No. and Street: NORTHWOODS OFFICE PARK

City or Town: 1301 ATWOOD AVENUE, SUITE 215 N
JOHNSTON State: RI Zip: 02919

The name of its initial registered agent at such address is REBECCA M. MURPHY, ESQ.

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	JOHN NICOLOSI	160 CLEARVIEW ROAD CHARLESTOWN, RI 02813 USA
DIRECTOR	LOUISE ANDERSON NICOLOSI	160 CLEARVIEW ROAD CHARLESTOWN, RI 02813 USA
DIRECTOR	PAUL R. FILIPPETTI, CPA	1041 POQUONNOCK ROAD GROTON, CT 06340 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	BENJAMIN L. RACKLIFFE, ESQ.	1301 ATWOOD AVENUE, SUITE 215 N JOHNSTON, RI 02919 USA

ARTICLE VIII

Date when corporate existence is to begin
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of December, 2017 at 12:31:52 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.

BENJAMIN L. RACKLIFFE

Form No. 200
Revised 09/07