

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

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
THE JOAN PARKOS MORAN FAMILY FOUNDATION
2. The period of its duration (if perpetual, so state) is
Perpetual
3. The specific purpose or purposes for which the Corporation is organized are:

(a) The Corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect and as may hereafter be amended (the "Code").

(b) The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, through contributions to any charitable organizations selected by the Board of Directors, to be used exclusively for charitable, religious, scientific, literary or educational purposes. No contributions shall be made by the Corporation to a charitable organization that does not qualify at the time of the contribution as an exempt organization under Section 501(c)(3) of the Code.

(c) The Corporation may engage in any other lawful purpose provided that none of the purposes shall be inconsistent with maintaining the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

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:

(a) There shall be at least three (3) directors who shall be appointed as provided in the Bylaws.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by

Section 501(h) of the Code, and any corresponding laws of the State of Rhode Island) and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) If, during any period, or periods, the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors must make distributions in such amounts, at such times and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures (as defined under Section 4945(d) of the Code).

(e) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or to any private individual.

5. The address of the initial registered office of the corporation is **One BankBoston Plaza, Providence, Rhode Island 02903**, and the name of its initial registered agent at such address is: **Adler Pollock & Sheehan P.C.**

6. The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Joan Parkos Moran	138 Adams Point Road Barrington, RI 02806
January M. Parkos	138 Adams Point Road Barrington, RI 02806
Timothy J. Moran	138 Adams Point Road Barrington, RI 02806

7. The name and address of each incorporator is:

Name

Address

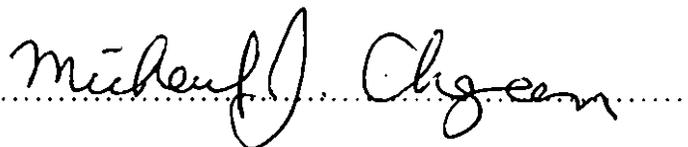
Michael J. Chazan, Esq.

**Adler Pollock & Sheehan P.C.
One BankBoston Plaza
Providence, RI 02903**

8. Date when corporate existence to begin (not prior to, nor more than 30 days after, filing of these Articles of Incorporation): **immediately upon filing.**

Dated **December 23** 1998

Under penalty of perjury, I declare and affirm that I have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



**Michael J. Chazan, Esq.
Incorporator**

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