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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
1100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is AHEPA Newport Foundation, Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

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

see Schedule A

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

see Schedule B

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By [Signature] 198574

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FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box) 87 Girard Avenue, Newport, RI 02840 (add Zip Code),

and the name of its initial registered agent at such address is:

James Violet
Signature

SIXTH: 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:

Name

Address

James Violet

19 Keeher Avenue, Newport, RI 02840

Harry Koulouvardis

Annandale Road, Newport, RI 02840

Steven Jennings

9 Judy Drive, Bristol, RI

SEVENTH: The name and address of each incorporator is:

Name

Address

Steven Jennings

9 Judy Drive, Bristol, RI 06

James Violet

19 Keeher Avenue, Newport, RI 02840

Charles T. Mellekas

9 Cathy Circle, Portsmouth, RI

George Koulouvardis

Charles Street, Newport, RI

Constantine Hologgitas

Broadway, Newport, RI

George Anagnostos

Ethel Drive, Portsmouth, RI

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon filing

Dated DECEMBER 22, 19 97

Constantine Hologgitas
Constantine Hologgitas

George Koulouvardis
George Koulouvardis

James Violet
James Violet

George Anagnostos
George Anagnostos

Steven Jennings
Steven Jennings

Charles T. Mellekas
Charles T. Mellekas

All Incorporators must sign - George Koulouvardis
Incorporator(s)

NOTE:

- 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

SCHEDULE A

- 4.1 The corporation is constituted so as to attract substantial support from contribution, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the laws of the State of Rhode Island. Notwithstanding any other provision of this certificate, 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 provision of any future United State Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).
- 4.2 The corporation is organized and operated exclusively for charitable purposes, to be achieved through the distribution of its funds for such purposes generally and particularly:
- A. To provide scholarship assistance to worthy students in the community at large.
 - B. To advance in every way possible research activities in the community at large, which activities will include medical and social purposes.
 - C. To provide relief funds when such assistance is sought through organizations such as the American Red Cross or directly to victims of natural catastrophic occurrences, such as earthquakes, floods, hurricanes, etc.
 - D. To support the creation and furtherance of community cultural enterprises created for the benefit of the general public, such as, Museums, Art Galleries, and Libraries.
 - E. To make available monies through organizations such as the United Way for grants in aid to individuals and directly to individuals, who may be indigent, handicapped, or too ill to provide for themselves.
 - F. Not substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(i)), and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

SCHEDULE B

5. **QUALIFICATIONS AND ELECTION OF DIRECTORS.** The corporation shall be managed by a board composed of no less than thirteen (13) directors, each director to have the following qualifications:

A. Qualifications:

- (1) A minimum of six (6) elected directors in good standing for two (2) successive years of the Order of AHEPA, Maud Howe Elliot Chapter No. 245. The term of office for these elected directors shall be three (3) years.
- (2) A minimum of four (4) directors shall be the presiding officers (President, Vice President, Secretary and Treasurer) of the Maud Howe Elliot Chapter No. 245. The term of office for these elected directors shall be one (1) year. If a member of the board is elected to a Chapter Office, he shall keep his term, and the Chapter shall elect one member for the one (1) year term.
- (3) A minimum of three (3) elected directors in good standing for two (2) successive years of the Order of AHEPA, Maud Howe Elliot Chapter No. 245. The term of three (3) elected directors shall be five (5) years.
- (4) Vacancies to the board of directors shall be filled by appointment by the Chapter President to fill the unexpired term.

B. Elections:

- (1) At the first annual meeting the six (6) elected directors described in Paragraph A(1) above shall be elected as follows: two (2) directors for three (3) years, two (2) directors for two (2) years, and two (2) directors for one (1) year. At each annual meeting thereafter, a number of directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any director may be reelected.
- (2) At first annual meeting the four (4) directors described in Paragraph A(2) above shall be elected annually.
- (3) At the first annual meeting the three (3) elected directors described in Paragraph A(3) above shall be elected as follows: one (1) director for five (5) years, one (1) director for three (3) years, and one (1) director for one (1) year. At each annual meeting thereafter, a director shall be elected for a term of five (5) years for a director whose term has expired. At the expiration of any term of five (5) years, any director may be reelected.

6. **CORPORATE POWERS.** The corporation shall have all the powers given to not-for-profit corporations under the law of Rhode Island.
7. **AMENDMENT OF CERTIFICATE.** This certificate of incorporation may be amended in the following manner: There must be a two-thirds (2/3) majority vote of the members in good standing of the Order of AHEPA, Maud Howe Elliot Chapter No. 245 at a regularly constituted meeting with thirty (30) days written notice of said meeting to said membership. In addition, a member in good standing shall be able to vote by mail.
8. **DISSOLUTION, SALE, OR TRANSFER OF MAJOR ASSETS.**
 - (a) The corporation may not be dissolved nor may there be a sale or transfer of major assets without a two-third (2/3) majority vote of the members in good standing of the Order of AHEPA, with thirty (30) days written notice of said meeting to said membership.
 - (b) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of the Court of the State of Rhode Island.
 - (c) In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (i) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943(c); (ii) make any investments in such manner as to subject the corporation to tax under IRC Section 4944; or (iii) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provision of any subsequent Federal tax laws.



AHEPA 245-II, Inc.

JAMES VIOLET, PRES.

*87 Girard Avenue
Newport, RI 02840
(401)846-8619
Fax (401)846-8459*

State of Rhode Island
Office of the Secretary of State
100 North Main Street
Providence, RI 02903

RE: AHEPA Newport Foundation, Inc

Dear Sir/ Madam:

We hereby consent to the use of the name AHEPA Newport Foundation, Inc.

Very truly yours,

^{II}
AHEPA 245, Inc.

By: *James M. Violet*

President

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