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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 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 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is St. Andrew's Society of R.I., Inc.

2. The period of its duration is (if perpetual, so state) Perpetual

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

To promote and preserve the rich culture and heritage of people of Scottish ancestry and descent through cultural and educational programming for the benefit of all the people of Southeastern New England.

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:

See "Attachment 1".

FILED

MAY 20 1998

By [Signature]
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SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND
MAY 20 1998

5. The address of the initial registered office of the corporation is 3595 Post Rd, Bldg. 4, Apt. 420
(Street Address, not P.O. Box)
Warwick, RI 02886 and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Neil Sharpe.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 5
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Neil Sharpe</u>	<u>3595 Post Rd, Bldg. 4, Apt. 420, Warwick, RI 02886</u>
<u>John C. Maclean</u>	<u>88 Boxwood Ave, Cranston, RI 02910</u>
<u>G. Richmond Cargill</u>	<u>29 Sweetbriar Dr, Cranston, RI 02920</u>
<u>Ernest V. Moncrieff</u>	<u>11 Fountain St, Wickford, RI 02852</u>
<u>Bruce C. Sherwood</u>	<u>457 Lonsdale Ave, #117A, Pawtucket, RI 02860</u>

7. The name and address of each incorporator is:

Name	Address
<u>Neil Sharpe</u>	<u>3595 Post Rd, Bldg. 4, Apt. 420, Warwick, RI 02886</u>
<u>John C. Maclean</u>	<u>88 Boxwood Ave, Cranston, RI 02910</u>
<u>G. Richmond Cargill</u>	<u>29 Sweetbriar Dr, Cranston, RI 02920</u>
<u>Ernest V. Moncrieff</u>	<u>11 Fountain St, Wickford, RI 02852</u>
<u>Bruce C. Sherwood</u>	<u>457 Lonsdale Ave, #117A, Pawtucket, RI 02860</u>

8. Date when corporate existence to begin May 29, 1998
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated May 29, 1998

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

Neil Sharpe
John C. Maclean
G. Richmond Cargill
Ernest V. Moncrieff
Bruce C. Sherwood

Signature of each Incorporator

St. Andrew's Society of R.I., Inc.

Attachment 1 - Article Four

Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational and cultural purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No payments or distributions shall be made by this corporation and no other activities shall be carried on or engaged in by this corporation which would result in the denial or revocation of the exemption of this corporation from federal income taxation under the provisions of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976, as an organization described in Sec. 501(c)(3) of said Code or the deductibility of contributions to and for the use of this corporation for federal income tax purposes under the provisions of Sec. 170 of said Code, or the deductibility of any transfer, device or bequests to said corporation for federal estate tax purposes under the provisions of Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 2522 of said Code.

Upon dissolution of the corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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 the Court shall determine, which is or are organized and operated exclusively for such purposes.

May 29, 1999

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, R.I. 02903.

Dear Sirs,

We hereby grant permission to the St. Andrew's Society of R.I., Inc. to use
the name for a nonprofit corporation in the State of R.I.

Sincerely,

Neil Sharpe

Vice President for the St. Andrew's Society of Rhode Island Scholarship
Fund, Inc.