Filing Fee: \$35.00

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Revised: 01/99

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

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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 Pawtucket Foundation				
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:				
	See Exhibit A attached hereto and incorporated herein.				
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 are:				
	See Exhibit B attached hereto and incorporated herein.				
	13. 17 mg				
For	m No. 200				

. The address of the initial registered office	of the corporation				
		(Street Address, <u>not</u> P.O. Box)			
	RI 02903	, and the name of its initial registered agent at such			
(City/Town)	(Zıp Code				
address is John J. Partr		re e of Agent)			
	,				
The number of directors constituting the initial Board of Directors of the Corporation is					
(not less than three directors) and the names and addresses of the persons who are to serve as the initial directors are:					
<u>Name</u>		<u>Address</u>			
John J. Partridge	180 South M	Main Street, Providence, RI 02903			
Daniel J. Sullivan	162 Middle	Street, Pawtucket, RI 02860			
James E. Doyle, in his	Pawtucket (City Hall, Pawtucket, RI 02866			
capacity as Mayor of the					
City of Pawtucket	<u> </u>				
. The name and address of each incorporat					
The name and address of each incorporator is:					
<u>Name</u>		<u>Address</u>			
See Exhibit C attached hereto	o <u>and incorp</u>	porated herein.			
. Date when corporate existence is to begin	upon fili	ng			
- Land to the same and the same and the same growth	(not prior to	o, nor more than 30 days after, the filing of these Articles of Incorporation)			
		er penalty of perjury, I/we declare and affirm that I/we			
		examined these Articles of Incorporation, including any			
		mpanying attachments, and that all statements contained in are true and correct.			
ate: March 3 , 2000	See	attached signature page			
					
A A DOM					
JUN 02 2000		Signature of each Incorporator			
EVM 244 (33		2			
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EXHIBIT A

[Pertaining to Article Third]

The specific purpose for which the Corporation is organized is to improve the lives of residents of the City of Pawtucket, Rhode Island (the "City") by (i) creating, developing and implementing programs and resources designed to mobilize the private sector in economic development within the City, (ii) encouraging private sector reinvestment and new investment in community development and planning within the City, (iii) providing technical assistance to the private sector, residents of the City and City officials in connection with such community development and planning, (iv) working cooperatively with the private sector, residents of the City and City officials to promote community development and planning, (v) facilitating a cooperative working relationship between the private sector, residents of the City and City officials for purposes of fostering community development and planning, and (vi) carrying on such other lawful activities for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956), as amended.

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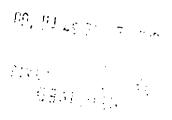


EXHIBIT B

[Pertaining to Article Fourth]

profit of the Corporation is not organized for profit, and no part of the net income or profit of the Corporation shall inure to the benefit of any member, officer or director, or be distributable to any member, officer or director (except that reasonable compensation may be paid for services rendered to or on behalf of the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Board of Directors or, in default thereof, an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or one or more organizations that would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder, such property to be used by the State of Rhode Island or such Section 501(c)(3) organizations to accomplish the purposes for which the Corporation is organized.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not have the power to do any thing or take any action which would cause it to cease to qualify as an exempt non-profit corporation under Section 501(c)(3) of the Code.

2. No director or officer of the corporation shall have personal liability to the corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty of loyalty to the corporation and 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 or officer derived an improper personal benefit.

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EXHIBIT C

Incorporators

Name	Address
James E. Doyle	Pawtucket City Hall, Pawtucket, RI 02860
Karl A. Kozak	Pawtucket Credit Union, 727 Central Ave., Pawt., RI
Vincent S. Ceglie	BVCAP, 32 Goff Avenue, Pawtucket, RI 02860
Gregory G. Scown	111 Rice Street, Pawtucket, RI 02861
Jonathan K. Farnum	Wardwell Braiding Machine Co., 1211 High Street Central Falls, RI 02863
James A. Briden	150 Main Street, Pawtucket, RI 02860
Joseph T. McHale	775 School Street, Pawtucket, RI 02861
William M. Kapos	25 Kenilworth Way, Pawtucket, RI 02860
Martin L. Tarpy	50 Pequot Road, Pawtucket, RI 02861
Alfred P. Degen	1595 Mendon Road, Cumberland, RI 02864
Daniel T. Sullivan	162 Middle Street, Pawtucket, RI 02860
Louis Yip	285 Main Street, Pawtucket, RI 02860
Richard Sugarman	51 Fairlawn Avenue, Pawtucket, RI 02860
Morris Nathanson	163 Exchange Street, Pawtucket, RI 02860
Sunny Ng	76 Middle Road, East Greenwich, RI
Kenneth W. Washburn	295 Laurel Avenue, Providence, RI
John J. Partridge	180 South Main Street, Providence, RI 02903
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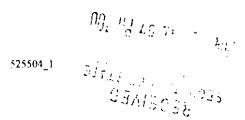


EXHIBIT C

Incorporators

<u>Name</u>

Address

James ("1 Kay &	And City Dall
KARL A. KOZAK	PAWTUCKET CREPIT UNION
(Smout largue	BUCAP- 32 GARA BUR PAUL
Girlory G. Scows	III RICK ST. PINUTUCIANT RE OLEGI
Grathank. Fremm	WARDWELL, CENTIAL FALLS
Mames a. Briden	150 Main St, Pay bocket, RI
June T. huckree	775 School St. Tawtocket RJ
aller Lafe	25 Kess Lwarth Way Power Ro
Martin le Tary	50 Regulot RD Part
defield f. Depen	1595 Mendon Rd. Cumberland RI
Danif & (ulluar	162 midble ST PAUTUCHET RI
LOUIS / Yip	JANAIN OF PANTUREST ROSTER
Richard Sylvania	51 FAIRLAWN AUG. PAWT PZ 52860
Markatas	163 EXCHANGE F. PAWT, R.1.
Sunny Ng	76 Middle Road E. Greenwich K-7.
Kath W Washlom	295 LAURE AVE Providence PET
Matul	The Jouth Man It Summer M.

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.