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ID Number: 112812



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.

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SECRETARY OF STATE

5. The address of the initial registered office of the corporation is 180 South Main Street
(Street Address, not P.O. Box)

Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is John J. Partridge, Esquire
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(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 Main Street, Providence, RI 02903 |
| Daniel J. Sullivan | 162 Middle Street, Pawtucket, RI 02860 |
| James E. Doyle, in his capacity as Mayor of the City of Pawtucket | Pawtucket City Hall, Pawtucket, RI 02866 |
| | |
| | |

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|--|----------------|
| See Exhibit C attached hereto and incorporated herein. | |
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| | |

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

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

Date: March 8, 2000

See attached signature page

Signature of each Incorporator

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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.

OFFICE OF THE
CITY CLERK
CITY OF PAWTUCKET
1000 PAVAN STREET
PAWTUCKET, RI 02860
(401) 721-1000

EXHIBIT B

[Pertaining to Article Fourth]

1. 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

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| 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

Name

Address

| | |
|-------------------|-----------------------------------|
| James C. Doyle | Pawtucket City Hall |
| KARL A. KOZAK | PAWTUCKET CREDIT UNION |
| Clement Laegle | BVCAP - 32 GOLF DR. PAWT. |
| GREGORY G. SCOW | 111 RICE ST. PAWTUCKET RI 02861 |
| Jonathan K. Furum | WARDWELL, CENTRAL FALLS |
| James A. Briden | 150 Main St, Pawtucket, RI |
| James O. Hutchins | 775 Shore St. Pawtucket RI |
| William L. Lape | 25 Koss Lovers Way Pawt. RI |
| MARTIN L. TARDY | 50 PEGUOT RD PAWT. |
| Charles P. Leysen | 1595 Melton Rd. Cumberland RI |
| Danif J. Sullivan | 162 Middle St Pawtucket RI |
| LOUIS J. Yip | 285 MAIN ST PAWTUCKET RI 02861 |
| Bruce Sullivan | 51 FAIRWAY AVE. PAWT. RI 02860 |
| Mr. Kattas | 163 EXCHANGE ST. PAWT. R.I. |
| Sunny Ng | 76 Middle Road E. Greenwich, R.I. |
| Kathleen Washburn | 295 LAUREL AVE PROVIDENCE RI |
| John Patury | 788 South Main St Pawtucket, RI |

contained herein are true and correct.

James C. Day
Paul A. Kozak
Clarence L. Loefer
Jesse L. Loefer
Jonathan K. Farnum
James C. Breden
Jesse F. Loefer
William Loefer
Martin C. Loefer
Fred P. Loefer
Daniel Loefer
Jesse Loefer
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