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ID Number: 146213



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)

05 FEB 23 PM 1:54
SECRETARY OF STATE
CORPORATIONS DIVISION

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 Project Book, 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:
Solicit denotations of books and other reading materials and redistribute to non-profit
service organizations such as school libraries, elderly homes, youth organizations,
Salvation Army, Big Brothers and Sisters, prisons, and any other organization in need
of reading materials. Our goal is to get the needed and wanted reading materials
to the recipient organizations.
Project Read will solicit books from individuals as well as used book dealers.
Some funds may be solicited from book dealers to cover the costs of this fundamentally
volunteer organization.
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:

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By KMC
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5. The address of the initial registered office of the corporation is 6 Fenner Grant Lane
(Street Address, not P.O. Box)

Cumberland, RI 02864, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is F. Leonard Myers
(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>
<u>F. Leonard Myers</u>	<u>6 Fenner Grant Lane, Cumberland, RI 02864</u>
<u>Tammy McMichael</u>	<u>6 Fenner Grant Lane, Cumberland, RI 02864</u>
<u>Erin C. Myers</u>	<u>235 Spring St, Newport, RI 02840</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>F. Leonard Myers</u>	<u>6 Fenner Grant Lane, Cumberland, RI 02864</u>
<u>Tammy McMichael</u>	<u>6 Fenner Grant Lane, Cumberland, RI 02864</u>
<u>Erin C. Myers</u>	<u>235 Spring St, Newport, RI 02840</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin March 24, 2005
(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: 2/21/05

F. Leonard Myers
Tammy McMichael
Erin C. Myers

Signature of each Incorporator