

Filing Fee: \$35.00

ID Number: 138313



**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)

RECEIVED  
SECRETARY OF STATE  
MAR 1 10 20 AM '04

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 MATTHEW J. VIVEIROS MEMORIAL FUND, 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:

The corporation is organized and shall be operated to provide funds to educate,  
implement or support activities regarding the dangers of alcohol and substance  
abuse, for the youth of Bristol County, Rhode Island, and for any other lawful  
purpose consistent with maintaining the corporation's status as an organization  
exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue  
Code of 1986, as amended, or corresponding section of any future tax code.

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 Addendum attached hereto and incorporated herein.

**FILED**

MAR 01 2004

By Kme

C21814

5. The address of the initial registered office of the corporation is 3457 POST ROAD  
(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 RONALD A. CAVALLARO, ESQ.  
(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>CHRISTOPHER J. VIVEIROS</u> | <u>44 MICHAEL DRIVE, BRISTOL, RI 02809</u>               |
| <u>MICHAEL P. VIVEIROS</u>     | <u>130 ROSEWOOD DRIVE, SOMERSET, MASSACHUSETTS 02726</u> |
| <u>ROBERT A. CALIRI</u>        | <u>11 STRATFORD ROAD, BARRINGTON, RI 02806</u>           |
| _____                          | _____                                                    |
| _____                          | _____                                                    |
| _____                          | _____                                                    |

7. The name and address of each incorporator is:

| <u>Name</u>                    | <u>Address</u>                             |
|--------------------------------|--------------------------------------------|
| <u>CHRISTOPHER J. VIVEIROS</u> | <u>44 MICHAEL DRIVE, BRISTOL, RI 02809</u> |
| _____                          | _____                                      |
| _____                          | _____                                      |
| _____                          | _____                                      |
| _____                          | _____                                      |

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: 02-27-04

Christopher J. Viveiros  
CHRISTOPHER J. VIVEIROS, INCORPORATOR

\_\_\_\_\_  
Signature of each Incorporator

ADDENDUM TO ARTICLES OF INCORPORATION  
OF  
MATTHEW J. VIVEIROS MEMORIAL FUND, INC.

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

(a) Notwithstanding any other provision of these Articles to the contrary (1) no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 its charitable purposes, (2) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, (3) 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 of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, and (4) upon the dissolution of the corporation the net assets of the corporation available for distribution after paying or making provision for the payment of all the liabilities and obligations of the corporation, shall be distributed in such manner as may be determined by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code and/or shall be distributed to the federal government or to a state or local government exclusively for a public purpose.

(b) No director shall be personally liable to the corporation or to its members for monetary damages for breach of the director's duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or to 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 derived an improper personal benefit.

(c) The corporation will pursuant to Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, and only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code is not affected thereby, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, committee member, officer, employee or agent of the corporation (or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan), against expenses (including attorneys' fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding. The Board of Directors of the corporation may authorize the corporation to purchase and maintain insurance on behalf of any person who is or was a director, committee member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, director, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.