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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Rhode Island Children's Chorus, 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:
This corporation is organized exclusively for educational purposes under Section 501(c)(3) of
the Internal Revenue Code, or the corresponding section of any future Federal tax code, and specifically to:
(i) encourage children's vocal development, music education, and appreciation through chorus singing;
(ii) instill in children poise and confidence through artistic performance; and
(iii) enrich the community by presenting wholesome, professional choral programs for family enjoyment.

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 A, attached hereto and by this reference incorporated herein.

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5. The address of the initial registered office of the corporation is 75 North Hill Road
(Street Address, not P.O. Box)
Harrisville, RI 02830, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Joyce Wolfe
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four (4)
(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>Christine Noel</u>	<u>75 North Hill Road, Harrisville, RI 02830</u>
<u>Lucille Noel</u>	<u>19 Killian Road, Johnston, RI 02919</u>
<u>Joyce Wolfe</u>	<u>75 North Hill Road, Harrisville, RI 02830</u>
<u>Antonia Roselli</u>	<u>429 East Avenue, Harrisville, RI 02830</u>
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Christine Noel</u>	<u>75 North Hill Road, Harrisville, RI 02830</u>
<u>Joyce Wolfe</u>	<u>75 North Hill Road, Harrisville, RI 02830</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: January 11, 2006

Christine Noel

Joyce Wolfe

Signature of each Incorporator

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

- (a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. 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 the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise permitted by Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.
- (b) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmation vote of two-thirds of the total number of members of the Corporation. Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- (c) No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director; provided 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 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.