



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Ultimate Palestine Partnership

**ARTICLE II**

The period of its duration is X Perpetual     

**ARTICLE III**

The specific purpose or purposes for which the corporation is organized are:

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES

WITHIN THE MEANING OF SECTIONS 501(C)(3) AND 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAWS (THE "CODE").

THE MISSION STATEMENT OF THE CORPORATION IS AS FOLLOWS:

ULTIMATE PALESTINE PARTNERSHIP, A NON-PROFIT ORGANIZATION BASED IN WARREN, RHODE ISLAND, USES ULTIMATE FRISBEE TO EMPOWER YOUTH BY CREATING SAFE AND SUPPORTIVE ENVIRONMENTS FOR DISCOVERING STRENGTHS, VALUES, AND GOALS. UPP COACHES TEACH YOUTH TO APPLY THE COMMUNICATION, ORGANIZATIONAL, AND LEADERSHIP SKILLS THEY DEVELOP FROM TEAMWORK TO THEIR EVERYDAY LIVES AND COMMUNITIES.

ULTIMATE PALESTINE PARTNERSHIP WORKS WITH DEVELOPMENT WORKERS SUCH AS RELIGIOUS VOLUNTEERS IN THE HOLY LAND AND HOST COUNTRY NATIONALS TO CREATE COUNTRY-SPECIFIC CURRICULA. WITH AN EMPHASIS ON SUSTAINABILITY, LOCAL LEADERSHIP, CROSS-CULTURAL COMMUNICATION AND COMMUNITY BUILDING, UPP WORKS WITH IN-COUNTRY VOLUNTEER DIRECTORS TO FACILITATE TRAINING AND

ATHLETIC  
PROGRAMMING ON ULTIMATE FRISBEE AND THE TRANSFERABLE APPLICATIONS OF  
SPIRIT  
OF THE GAME FOR NEW COACHES.

ALL FUNDS, WHETHER INCOME OR PRINCIPAL, AND WHETHER ACQUIRED BY GIFT  
OR  
CONTRIBUTION OR OTHERWISE, SHALL BE DEVOTED TO THIS PURPOSE.

#### **ARTICLE IV**

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:

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE TO OPERATE  
EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC  
PURPOSES  
WITHIN THE MEANING OF SECTIONS 501(C)(3) AND 170(C)(2) OF THE INTERNAL  
REVENUE  
CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED  
STATES  
INTERNAL REVENUE LAWS (THE "CODE").

IN THE EVENT OF TERMINATION, DISSOLUTION OR WINDING UP OF THE AFFAIRS OF  
THE  
CORPORATION IN ANY MANNER OR FOR ANY REASON WHATSOEVER, THE  
DIRECTORS  
SHALL, AFTER PAYING OR MAKING PROVISION FOR PAYMENT OF ALL LIABILITIES  
OF  
THE CORPORATION, DISTRIBUTE ALL OF THE REMAINING ASSETS OF THE  
CORPORATION  
AS SUCH DIRECTORS MAY DETERMINE AMONG ONE OR MORE ORGANIZATIONS  
WHICH ARE  
THEN ORGANIZED AND OPERATED FOR EXEMPT PURPOSES AND QUALIFIED AS  
EXEMPT  
ORGANIZATIONS UNDER SECTION 501 (C)(3) OF THE CODE AND TO WHICH  
CONTRIBUTIONS ARE THEN DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE OR  
TO  
FEDERAL, STATE AND LOCAL GOVERNMENTS TO BE USED EXCLUSIVELY FOR PUBLIC  
PURPOSES.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL BE DISTRIBUTABLE  
TO OR  
INURE TO THE BENEFIT OF ITS OFFICERS OR DIRECTORS OR ANY PRIVATE PERSON,  
EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED TO PAY REASONABLE  
COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND  
DISTRIBUTIONS  
IN FURTHERANCE OF ITS EXEMPT PURPOSES. NO SUBSTANTIAL PART OF THE  
ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA,  
OR  
OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION(EXCEPT TO THE EXTENT  
PERMITTED BY SECTION 501 (H) OF THE CODE), AND THE CORPORATION SHALL NOT  
PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLICATION OR DISTRIBUTION

OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION HEREOF, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT TO BE CARRIED ON (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE OR (2) BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 1 OF THE CODE.

IF THE CORPORATION IS DEEMED BY THE INTERNAL REVENUE SERVICE TO BE A "PRIVATE FOUNDATION" WITHIN THE MEANING OF SECTION 509(A) OF THE CODE, IT SHALL COMPLY WITH THE PROVISIONS OF THE FOLLOWING PARAGRAPHS:

A. THE CORPORATION SHALL DISTRIBUTE SUCH AMOUNTS OF INCOME OR PRINCIPAL OR BOTH FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE.

B. THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE. THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN

C. THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE.

D. THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE.

E. THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

5. TO THE FULL EXTENT FROM TIME TO TIME PERMITTED BY LAW, NO PERSON WHO IS SERVING OR WHO HAS SERVED AS A DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE FOR ANY ACTION FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER DUTY AS A DIRECTOR, WHETHER SUCH ACTION IS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION OR OTHERWISE. NEITHER THE AMENDMENT OR REPEAL OF THIS ARTICLE, NOR THE ADOPTION OF ANY PROVISION OF THESE ARTICLES OF

INCORPORATION INCONSISTENT WITH THIS ARTICLE, SHALL ELIMINATE OR REDUCE THE PROTECTION AFFORDED BY THIS ARTICLE TO A DIRECTOR OF THE CORPORATION WITH RESPECT TO ANY MATTER WHICH OCCURRED, OR ANY CAUSE OF ACTION, SUIT OR CLAIM WHICH BUT FOR THIS ARTICLE WOULD HAVE ACCRUED OR RISEN, PRIOR TO SUCH AMENDMENT, REPEAL OR ADOPTION.

#### ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 7 LEONARD ST  
City or Town: WARREN State: RI Zip: 02885

The name of its initial registered agent at such address is ZANE WOLFANG

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	BEN SPEARS	1565 WELLSWOOD DR ATLANTA, GA 30315 USA
DIRECTOR	RACHEL MARKOWITZ	2428 ST NE WASHINGTON DC, DC 20002 USA
DIRECTOR	ZANE WOLFANG	7 LEONARD ST WARREN, RI 02885 USA

#### ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	ZANE WOLFANG	7 LEONARD ST WARREN, RI 02885 USA

#### ARTICLE VIII

Date when corporate existence is to begin 02/01/2019  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 9 Day of January, 2019 at 7:01:38 PM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

**Enter signature(s) below.**  
ZANE WOLFANG

BENJAMIN SPEARS  
RACHEL MARKOWITZ

Form No. 200  
Revised 09/07

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State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

January 09, 2019 06:58 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

