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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
CORPORATIONS DIVISION
JAN 27 2004

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 United Independent Liquor Retailers Association of Rhode Island, 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:
See Attached.

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 Attached.

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5. The address of the initial registered office of the corporation is 321 South Main Street, Suite 301
(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 Arthur J. Leonard, Esq.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 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>Elliott N. Fishbein</u>	<u>179 Newport Avenue, East Providence, RI 02914</u>
<u>Christopher Gasbarro</u>	<u>602 Warren Avenue, East Providence, RI 02914</u>
<u>Thomas F. Saccoccia</u>	<u>2069 Smith Street, North Providence, RI 02911</u>
<u>Jane E. Costanza</u>	<u>667 Kingstown Road, Wakefield, RI 02879</u>
_____	_____
_____	_____

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Arthur J. Leonard, Esq.</u>	<u>321 South Main Street, Ste. 301, Prov. RI 02903</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: 1/27/04

Arthur J. Leonard

Signature of each Incorporator

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

This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions among, members of the independent retail liquor industry operating in Rhode Island, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

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:

(a) The corporation shall have non-equity members who shall have no voting rights as the Board of Directors shall have sole voting power.

(b) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof.

(c) The affairs of the corporation shall be carried on through its Board of Directors. The manner of election or appointment of the directors shall be as set forth in the Bylaws.

(d) The private property of the incorporators, directors, officers and members, shall not be subject to the payment of corporate debts to any extent whatever; in furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any of the states, territories or possessions of the United States, or the District of Columbia.

(e) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.