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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

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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 Association of Latino Professionals
Asociacion de profesionales latinos en Rhode Island
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: To help foreign profesionales to recieve information and orientation on the process/procedures to follow in order to empower them to obtain the necessary credentials to become qualified to practice their professions in RI. This corporation is exclusively organized for educational and charitable purposes and to investigate, research, dialogue, define and assess the needs of the community, to recieve donations and grants from any source and to invest the proceeds and/or expend such donations/proceeds thereof for any of the purposes authorized by these Articles of Incorporation. No part of the earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers.
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:
To further the corporation's objects and purposes, the corporation shall have and shall exercise all powers conferred by the RI Nonprofit Corporation Act. The corporation shall have the power to sue and to be sued, to own, to take title to, recieve and hold, lease, sell and resell, in fee simple or otherwise property, real, personal or mixed wherever situated or however acquired, without limitation as to amount or value. The corporation shall have full power of management, investment and collections of all revenues.

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5. The address of the initial registered office of the corporation is 164 Superior St #1
(Street Address, not P.O. Box)
Providence, RI 02909, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Antonio Aquino
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 6
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Arelis Valerio</u>	<u>34 Mitchell St Providence RI 02907</u>
<u>Manuela Raposo</u>	<u>41 Jenkins St #1 Providence RI 02906</u>
<u>Magdalena Rojas</u>	<u>105-107 Lonsdale Ave Pawtucket RI 02860</u>
<u>Solange Santana</u>	<u>29 Alward Drive Randolph MA 02368</u>
<u>Ulises Maria</u>	<u>74 Potters Ave Providence RI 02905</u>
<u>Cristiana Rosa</u>	<u>292 New York Ave Providence RI 02905</u>

7. The name and address of each incorporator is:

Name	Address
<u>Arelis Valerio</u>	<u>34 Mitchell St Providence RI 02907</u>
<u>Antonio Aquino</u>	<u>164 Superior St #1 Providence RI 02909</u>
<u>Solange Santana</u>	<u>29 Alward Drive Randolph MA 02368</u>
<u>Manuela Raposo</u>	<u>41 Jenkins St #1 Providence RI 02906</u>
<u>Ulises Maria</u>	<u>74 Potters Ave Providence RI 02905</u>
<u>Magdalena Rojas</u>	<u>105-107 Lonsdale Ave Pawtucket RI 02860</u>
<u>José Octavio Gomez</u>	<u>33 ELMA ST Apt 2 Providence RI 02905</u>

8. Date when corporate existence is to begin May 24th, 2006
(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: 5/24/06

Ulises V. Maria, MDAE-C
Solange Santana
Manuela A Raposo
Ulises V. Maria
Magdalena Rojas
José Octavio Gomez
Signature of each Incorporator

**Rhode Island Association of Latino Professionals
(attachment)**

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, and other private individuals, or organizations organized and operated for a profit (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 as herein above stated.

The corporation shall have authority to encumber property by deed of trust, pledge, or otherwise; to borrow money and secure of same by lien on the realty or personal property of the corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out the objects and purposes stated herein.

The corporation shall have members. The corporation shall not be authorized to issue capital stock. The manner of election or appointment of directors shall be provided in the bylaws. The directors shall have the full authority, consistent with these Articles and the Bylaws of the corporation, to regulate the internal affairs of the corporation and to establish its policies. On the dissolution or final liquidation, the Board of directors shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the corporation, distribute all assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or reach of such organization shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

(b) a nonprofit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such an organization or reach of such organization shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.