



**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 The Geoff Higginbotham Memorial Foundation

**ARTICLE II**

The period of its duration is X Perpetual     

**ARTICLE III**

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

SAID CORPORATION IS ORGANIZED FOR PURPOSES OF SUCH ACTIVITIES, WHICH INCLUDE, BUT ARE NOT LIMITED TO: MAKING CHARITABLE DONATIONS TO LOCAL AND NATIONAL CHARITIES, INCLUDING, BUT NOT LIMITED TO, EDUCATIONAL INSTITUTIONS AND ORGANIZATIONS INVOLVED WITH THE CURE AND TREATMENT FOR CYSTIC FIBROSIS; TRANSACTING ANY OTHER LAWFUL ACTIVITY OR BUSINESS IN WHICH CORPORATIONS MAY BE ENGAGED UNDER THE RHODE ISLAND NON-PROFIT CORPORATION ACT AS IN EFFECT FROM TIME TO TIME. SAID CORPORATION IS ORGANIZED WITHOUT CAPITAL STOCK AND SHALL BE OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY, OR EDUCATIONAL PURPOSES, AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND THE REGULATIONS PROMULGATED THEREUNDER (THE "CODE")).

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION 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 IN THE PURPOSE CLAUSE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE ORGANIZATION 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 THIS DOCUMENT, THE ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (1) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (2) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

UPON THE DISSOLUTION OF THE ORGANIZATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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.

**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:

AS SET FORTH IN THE BY-LAWS

**ARTICLE V**

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

No. and Street: DESISTO LAW LLC  
60 SHIP STREET  
City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is MICHAEL A. DESISTO

**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	RYAN CALLAHAN	135 MANCHESTER STREET NASHUA, NH 03064 USA
DIRECTOR	BRIAN ANTONIO	276 WARREN STREET NEEDHAM, MA 02492 USA
DIRECTOR	MICHAEL WHELIHAN	6 APPLEBY STREET NEWPORT, RI 02840 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	RYAN CALLAHAN	135 MANCHESTER STREET NASHUA, NH 03064 USA

**ARTICLE VIII**

Date when corporate existence is to begin 05/21/2019

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 21 Day of May, 2019 at 3:36:33 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.**

RYAN CALLAHAN

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:

May 21, 2019 03:34 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*

