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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

FILED

NOV 15 1994

NON-PROFIT CORPORATION

BY 4659131964

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST: The name of the corporation is R. I. State Elks Association Charities, Inc.

SECOND: The period of its duration (if perpetual, so state) Perpetual

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

Exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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:

(Note 1)

See Attached Article Fourth

FIFTH: The address of the Legal registered office of the corporation is One Richmond Square, Providence, RI 02906 (add Zip Code),
and the name of its initial registered agent at such address is: Mary Eugenia Gooden, Esq.

Mary Eugenia Gooden
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 12,
and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
See Attached Article Sixth	
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SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Mary Eugenia Gooden, Esq.	One Richmond Square, Providence, RI 02906
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EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing

Dated November 15, 19

Mary Eugenia Gooden, Esq.
Incorporators must sign

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

R. I. State Elks Association Charities, Inc.

Article Fourth: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Upon the dissolution of the corporation, 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

R. I. State Elks Association Charities, Inc.

Article Sixth: The number of directors constituting the initial Board of Directors of the corporation is twelve (12), and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Walter D. Kettelle	594 Lafayette Road North Kingstown, RI 02852
Joseph H.A. St Jean	237 Tiogue Avenue Coventry, RI 02816
Albert J. Trenn	14A Caddy Rock Road North Kingstown, RI 02852
John N. Coffey	19 Layola Terrace Newport, RI 02840
David Gonzales	15 Haswell Street Westerly, RI 02891
James Clancy	400 New River Road, Apt. 901 Manville, RI 02838
Walter J. Petrucci	8 Felsmere Avenue Pawtucket, RI 02861
Donald C. Rogers	30 Pensacola Street Warwick, RI 02888
David Sears	72 North Carpenter Street East Providence, RI 02914
Howard W. Braley	291 Maple Street Warwick, RI 02888
Ernest Gaines	220 Robinson Street East Providence, RI 02914
Francis E. Downs	16 Diana Avenue Smithfield, RI 02917

Vice President (East)
GEORGE CUDWORTH, PDD
1 Leal Terrace
Newport, RI 02840
847-5054

President
RODNEY TADDEO, PER
23 Lydia Avenue
Woonsocket, RI 02896
765-2636

Vice President (West)
JOHN PERKINS, PER
12 Commanche Trail
West Greenwich, RI 02817
397-7171

Rhode Island State Elks Association

ORGANIZED 1936 • OUR SLOGAN — "R I S E"

Secretary JACQUES BAILLARGEON
710 Wrentham Road, Bellingham, MA 02019
1-508-863-7555

Treasurer JOHN CUNNINGHAM, SR., PER, PSP
8 Rosewood Drive, Greenville, RI 02828
949-2757

Sergeant-at-Arms SAMUEL E. HACKLEY
47 Lyndon Street, Warren, RI 02885
245-5409

Chaplain TIMOTHY CHILINSKI, PER
95 Smith Avenue, Greenville, RI 02828
949-0071

Tiler PAUL M. IMBRUGLIA, PER
101 Northup Avenue, Providence, RI 02904
274-7878

Board of Trustees

WALTER D. KETTELLE, PDD, PSP, GLC
Chairman
594 Lafayette Road, N. Kingstown, RI 02852
294-4982



1996—Albert J. Trenn	14
1996—John Coffey, PER	104
1996—David Gonzalez, PER	878
1997—James Clancy, PDD, PSP	850
1997—Walter J. Petrucci, SD, GIG	920
1997—Donald C. Rogers, PDD, PSP	1697
1998—David V. Sears, PDD, PSP	1880
1998—Walter D. Kettelle, PDD, PSP, PGLC	1899
1998—Harold Braley, Sr.	2196
1995—Joseph H. A. St. Jean, PDD, PSP	2285
1995—Ernest Gaines, PER	2337
1995—Francis Downs, PER	2359

November 8, 1994

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, R.I. 02903

Dear Sir or Madam:

This notice is consent by the Rhode Island State Elks Association for the incorporation by Mary Eugenia Gooden, Esq., of a nonprofit corporation named the R.I. State Elks Association Charities, Inc. Although the names are similar, the addition of the word "Charities" in the name of the new nonprofit corporation makes clear that its purposes are charitable and distinguishable from the fraternal purposes of the existing corporation.

Yours very truly,

Rodney Taddeo
Rodney Taddeo
President

MEMBER LODGES

East District

Providence #14
Newport #104
Woonsocket #850
Pawtucket #920
Bristol #1860
East Providence #2337

West District

Westerly #678
West Warwick #1697
South Kingstown #1899
Warwick #2196
Coventry-West Greenwich #2285
Smithfield #2359