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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

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAY 12 10 41 AM '99

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 **The Rhode Island Alliance of Boys & Girls Clubs** *syd*
2. The period of its duration (if perpetual, so state) **perpetual**.
3. The specific purpose or purposes for which the corporation is organized are:

The purposes for which this corporation is organized are: to promote exclusively the social welfare of boys and girls in the state of Rhode Island as served by various Boys & Girls Clubs in the state of Rhode Island that are affiliated with Boys & Girls Clubs of America; to provide guidance and to promote the health, social, educational, vocational, character, and cultural development of boys and girls served by the Boys & Girls Clubs in the State of Rhode Island without regard to race, color, creed, or national origin; and to receive, invest and disburse funds and to hold property for the purposes of the corporation.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for regulation of the internal affairs of the corporation:

See attached Exhibit A

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5. The address of the initial registered office of the corporation is **33 Atwood Street, Providence, Rhode Island 02909** (add Zip Code), and the name of its initial registered agent at such address is: **Normand G. Benoit.**

6. The number of directors constituting the initial Board of Directors of the corporation is **5**, and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Normand G. Benoit	350 Quidnessett Road, North Kingstown, RI 02852
David A. Galvin	9 Binney Street, Newport, RI
Gary A. Alger	76 Hillside Road, Cumberland, RI 02864
Anne C. Stern	47 Prospect Ave., D-2, Hackensack, NJ 07601
Robert P. Brooks	121 Home Ave., Providence, RI 02903

7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Robert P. Brooks, Esq.	Adler Pollock & Sheehan P.C. 2300 BankBoston Plaza Providence, RI 02903

8. Date when corporate existence to begin (not prior to, no more than 30 days after filing of these articles of incorporation):
Upon filing of these Articles of Incorporation

Dated: May 11, 1999 *RPB*

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.

..... *Robert P Brooks* 5/11/99
.....
.....
.....

Signature of each Incorporator(s)

EXHIBIT A

ARTICLES OF INCORPORATION
of the
RHODE ISLAND ALLIANCE OF BOYS & GIRLS CLUBS
A Non-Profit Corporation

Pursuant to the provisions of the Non-Profit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: RHODE ISLAND ALLIANCE OF BOYS & GIRLS CLUBS

ARTICLE II

The name and address of the registered agent and registered office of this corporation is:

Normand G. Benoit, President
Rhode Island Alliance of Boys & Girls Clubs
33 Atwood Street
Providence, RI 02908

ARTICLE III

The purposes for which this corporation is organized are: to promote exclusively the social welfare of boys and girls in the state of Rhode Island as served by various Boys & Girls Clubs in the state of Rhode Island that are affiliated with Boys & Girls Clubs of America; to provide guidance and to promote the health, social, educational, vocational, character, and cultural development of boys and girls served by the Boys & Girls Clubs in the State of Rhode Island without regard to race, color, creed, or national origin; and to receive, invest and disburse funds and to hold property for the purposes of the corporation.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

ARTICLE IV

The number of initial directors of this corporation shall be five and the names and addresses of the initial directors are as follows:

Normand G. Benoit	350 Quidnessett Road, North Kingstown, RI 02852
David A. Galvin	9 Binney Street, Newport, RI
Gary A. Alger	76 Hillside Road, Cumberland, RI 02864
Anne C. Stern	47 Prospect Ave., D-2, Hackensack, NJ 07601
Robert P. Brooks	121 Home Ave., Providence, RI 02903

Succeeding trustees are as established by the bylaws.

ARTICLE V

The name and address of the incorporator of this corporation is:

Robert P. Brooks, Esq.
Adler Pollock & Sheehan P.C.
2300 BankBoston Plaza
Providence, RI 02903

ARTICLE VI

The period of duration of this corporation is: perpetual.

ARTICLE VII

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows: Any organization which operates a Boys & Girls Club in the State of Rhode Island and which is affiliated with the Boys & Girls Clubs of America is eligible to become a member of the Corporation. Any such eligible organization may become a member of the corporation by paying dues to the corporation in the amount and in accordance with the procedures established by the Board of Directors from time to time. As used in these by-laws, any eligible organization which has paid the appropriate dues for a particular year shall be considered a member for that year, with full voting privileges.

ARTICLE VIII


Additional provisions:

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation by distributing them to those entities which were members of the corporation immediately prior to dissolution. Any such assets not so distributed shall be disposed of by the Superior Court of Rhode Island in the County in which the principal office of the corporation is located, in such manner as such court shall determine.

No part of the income or assets of the corporation shall inure to any of its directors or officers as such, or be distributable to any of them during the life of the corporation or upon its dissolution or final liquidation. The corporation shall not make loans to its officers, directors or employees. 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 these articles.

Notwithstanding any contrary provision of these articles, the corporation shall not engage in any activity that is not permitted to organizations qualifying for exemption under section 501(C)(4) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

 5/11/99
Robert P. Brooks, Incorporator