

✓ 14235

State of Rhode Island and Providence Plantations  
NON-PROFIT CORPORATION

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 ..... THE McAULEY CORPORATION .....

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

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

SEE ATTACHED SHEET

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 SHEET (d).

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SECRETARY OF STATE  
CORPORATION DIV.

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FIFTH: The address of the initial registered office of the corporation is  
1309 TURKS HEAD BUILDING, PROVIDENCE, RI 02903 (add Zip Code),

and the name of its initial registered agent at such address is: JAMES M. SLOAN, III, ESQUIRE

SIXTH: 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:

Name	Address
Rosemary Laliberte	Rosemary Laliberte /o Sisters of Mercy, RD#3, Cumberland, RI 02864
Phyllis Guay	Phyllis Guay Same
Helen Gallogly	Helen Gallogly Same
Catherine Felton	Catherine Felton Same
Marypatricia Murphy	Marypatricia Murphy Same

SEVENTH: The name and address of each incorporator is:

Name	Address
Rosemary Laliberte	Rosemary Laliberte /o Sisters of Mercy, RD#3, Cumberland, RI 02864
Phyllis Guay	Phyllis Guay Same
Helen Gallogly	Helen Gallogly Same
Catherine Felton	Catherine Felton Same
Marypatricia Murphy	Marypatricia Murphy Same

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing.

Dated July, 1988

<u>Catherine Felton</u> Catherine Felton	<u>Rosemary Laliberte</u> Rosemary Laliberte
<u>Marypatricia Murphy</u> Marypatricia Murphy	<u>Phyllis Guay</u> Phyllis Guay
	<u>Helen Gallogly</u> Helen Gallogly 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.

#### SPECIFIC AND GENERAL PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and religion, and for charitable purposes by the distribution of its funds for such purposes, and including, but not limited to, providing shelter, food, housing and educational needs for all persons and for such other purposes as qualify for inclusion under Section 501 of the Internal Revenue Code as the same may be amended from time to time.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Rhode Island, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs (a) and (b) hereof.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable or religious purposes as the board of trustees shall determine, and as shall, at the time, qualify as a tax-exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4954 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.