



**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 TCW Operating 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:

(A) TO OPERATE EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE FEDERAL TAX CODE, AND NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3).

(B) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FOREGOING PURPOSES, AND SUBJECT TO THE LIMITATIONS CONTAINED HEREIN, TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER THE GENERAL LAWS OF THE STATE OF RHODE ISLAND, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFORE.

**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:

(A) THE CORPORATION SHALL HAVE NO SHAREHOLDERS OR MEMBERS.

(B) NO PART OF THE NET INCOME OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES ACTUALLY RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES AND OBJECTS SET FORTH IN ARTICLE 3 HEREOF.

(C) THE AFFAIRS OF THE CORPORATION SHALL BE CARRIED ON THROUGH ITS BOARD OF DIRECTORS. THE MANNER OF ELECTION OR APPOINTMENT OF THE DIRECTORS SHALL BE AS SET FORTH IN THE BYLAWS.

(D) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR EXCEPT FOR (I) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (II) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR RECEIVED IMPROPER PERSONAL BENEFIT. THE PRIVATE PROPERTY OF THE INCORPORATORS, DIRECTORS AND OFFICERS, SHALL NOT BE SUBJECT TO THE PAYMENT OF CORPORATE DEBTS TO ANY EXTENT WHATEVER. IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE CORPORATION IS EXPRESSLY AUTHORIZED TO CARRY ON ITS BUSINESS AND TO HOLD ANNUAL OR SPECIAL MEETINGS OF ITS BOARD OF DIRECTORS IN ANY OF THE STATES, TERRITORIES OR POSSESSIONS OF THE UNITED STATES, OR THE DISTRICT OF COLUMBIA.

(E) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CONDUCT OR CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CONDUCTED OR CARRIED ON BY AN ORGANIZATION EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS ("CODE").

(F) THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4942 OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(G) THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING (AS DEFINED IN SECTION 4941(D) OF THE CODE), OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(H) THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS (AS DEFINED IN SECTION 4943(C) OF THE CODE), OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(I) THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(J) THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES (AS DEFINED IN SECTION 4945(D) OF THE CODE), OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(K) UPON THE DISSOLUTION OF THE CORPORATION OR THE WINDING UP OF ITS AFFAIRS, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED EXCLUSIVELY TO ORGANIZATIONS WHICH ARE EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL TAX LAWS.

(L) THE CORPORATION RESERVES THE RIGHT TO AMEND, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION OR TO MERGE OR CONSOLIDATE THIS CORPORATION WITH ANY OTHER NONPROFIT CORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, PROVIDED, HOWEVER,

THAT ANY SUCH ACTION SHALL BE CALCULATED EXCLUSIVELY TO CARRY OUT THE OBJECTS AND PURPOSES FOR WHICH THE CORPORATION IS FORMED, AND ALL RIGHTS HEREIN CONFERRED OR GRANTED SHALL BE SUBJECT TO THIS RESERVATION.

#### ARTICLE V

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

No. and Street: 55 PINE STRET  
FIFTH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is RICHARD A. BOGUE

#### 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<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|----------|--|--|
| DIRECTOR | RICHARD A BOGUE                                | 55 PINE STREET FIFTH FLOOR<br>PROVIDENCE, RI 02903 USA     |
| DIRECTOR | THOMAS MASELLI                                 | 27 DRYDEN LANE #4<br>PROVIDENCE, RI 02904 USA              |
| DIRECTOR | JULIE BOUTWELL                                 | 45 INDUSTRIAL ROAD, SUITE 100<br>CUMBERLAND, RI 02864 USA  |

#### ARTICLE VII

The name and address of the incorporator is:

| Title        | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|--------------|--|--|
| INCORPORATOR | RICHARD A BOGUE                                | 55 PINE STREET FIFTH FLOOR<br>PROVIDENCE, RI 02903 USA     |

#### ARTICLE VIII

Date when corporate existence is to begin

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

**Signed this 11 Day of September, 2019 at 6:36:29 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.**

/THOMAS MOYLAN/

Form No. 200  
Revised 09/07

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