

Filing Fee \$35.00

State of Rhode Island and Providence Plantations  
NON-PROFIT CORPORATION

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46736

**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 Constructive Management Foundation

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

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

(a) To make charitable gifts to qualified organizations. Qualified organizations are organizations exempt from tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

(b) To operate exclusively for charitable purposes.

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 Exhibit A attached hereto and made a part hereof.

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FIFTH: The address of the initial registered office of the corporation is 99 Lloyd Avenue,  
Providence, Rhode Island 02906 (add Zip Code),

and the name of its initial registered agent at such address is: Paul F. Farago

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

Name	Address
<u>Paul F. Farago</u>	<u>99 Lloyd Avenue, Providence, RI 02906</u>
<u>Susan T. Farago</u>	<u>99 Lloyd Avenue, Providence, RI 02906</u>
<u>Richard G. Small</u>	<u>1500 Fleet Center, Providence, RI 02903</u>

SEVENTH: The name and address of each incorporator is:

Name	Address
<u>Richard G. Small</u>	<u>1500 Fleet Center, Providence, RI 02903</u>

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

Dated April 25, 19 88

Richard G. Small  
Richard G. Small

REC

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Incorporator(s)

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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 3.6-15) may be inserted here.

## EXHIBIT A

(a) No part of the net earnings 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 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 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 (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code") or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

(b) The corporation shall act lawfully in accordance with §7-6-8 of the General Laws of Rhode Island, 1956, as amended. The corporation shall not engage in any act of self-dealing under §4941 of the Code, hold any excess business holdings under §4943 of the Code, make any investments which would jeopardize the carrying out of any of the exempt purposes of the trust under §4944 of the Code, or make any taxable expenditures under §4945 of the Code if any of the above activities would give rise to the tax liability imposed by the respective sections of the Code, or the corresponding provision of any future United States Internal Revenue law. The corporation shall distribute amounts for each taxable year at least sufficient to avoid liability for the tax imposed by §4942 of the Code in furtherance of the purposes set forth in Article THIRD hereof.

(c) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.