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State of Rhode Island and Providence Plantations

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OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

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 Foundry Artists Association, Inc.,.....

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

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

To create a unified professional venue where freelance
artists can exhibit and market their work to the public.

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 Attachment 1

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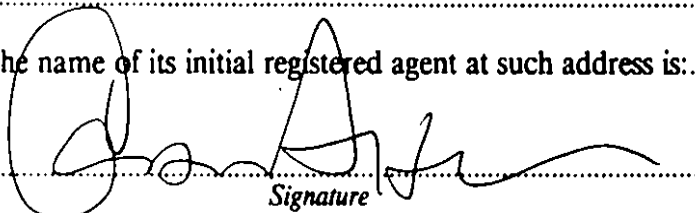
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FIFTH: The address of the initial registered office of the corporation is 9 Newman Avenue
Rumford, Rhode Island 02916 (add Zip Code),

and the name of its initial registered agent at such address is: Gail Ahlers


Signature

SIXTH: 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:

Name

Address

Gail Ahlers 9 Newman Avenue, Rumford, RI 02916

Darrien Segal 9 Newman Avenue, Rumford, RI 02916

Neal Drobnis 102 Pole Bridge Road, Scituate, RI 02857

SEVENTH: The name and address of each incorporator is:

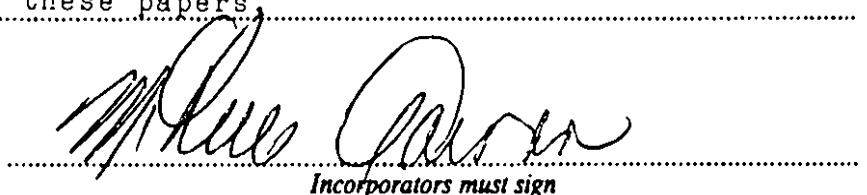
Name

Address

Michael Aaronson 71 Princeton Avenue, Providence, RI 02907

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

Dated November 23, 1999


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.

THE FOUNDRY ARTISTS ASSOCIATION, INC.

ATTACHMENT I TO ARTICLES OF INCORPORATION

Article Fifth is as follows:

Said corporation is organized exclusively to operate as a professional association as specified in Section 501 (c)(6) of the Internal Revenue Code of 1954.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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.

Upon dissolution of the corporation, the officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.