



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 Cheryl's School Of Dance Education To Promote The Arts, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO PROMOTE ART THROUGH THE EXPRESSION OF DANCE. TITLE: 7-6.

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:

1. PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. THE CORPORATION HAS PROVIDED FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION (ABY-LAWS@).

2. OTHER LAWFUL PROVISIONS FOR THE CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING, DEFINING, OR REGULATING THE POWER OF THE CORPORATION, OR OF ITS DIRECTORS, OFFICERS, OR MEMBERS, ARE AS FOLLOWS:

(A) IN ADDITION TO THE POWERS GRANTED TO THE CORPORATION BY CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS, THE CORPORATION SHALL HAVE AND MAY EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL OF ITS CORPORATE PURPOSES.

(B) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART EXCEPT WITH RESPECT TO ANY PROVISION THEREOF THAT BY LAW OR THE BYLAWS REQUIRES ACTION BY THE MEMBERS.

(C) NOTWITHSTANDING ANYTHING ELSE HEREIN PROVIDED, THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EDUCATIONAL, CHARITABLE OR LITERARY PURPOSES, AS SAID TERMS HAVE BEEN AND SHALL BE DEFINED PURSUANT TO SECTIONS 170(E) AND 501(C)(3) OF THE INTERNAL REVENUE CODE. ALL

POWERS OF THIS CORPORATION SHALL BE EXERCISED ONLY IN SUCH MANNER AS WILL ASSURE THE OPERATION OF THIS CORPORATION EXCLUSIVELY FOR SAID EDUCATION, CHARITABLE OR LITERARY PURPOSES, AS SO DEFINED, IT BEING THE INTENTION THAT THIS CORPORATION SHALL BE EXEMPT FROM FEDERAL INCOME TAX AND THAT CONTRIBUTIONS TO IT SHALL BE DEDUCTIBLE PURSUANT TO SAID SECTIONS OF SAID CODE, AND ALL PURPOSES AND POWERS HEREIN SHALL BE INTERPRETED AND EXERCISED CONSISTENTLY WITH THIS INTENTION.

(D) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, DIRECTORS, OFFICERS, PRIVATE SHAREHOLDERS OR INDIVIDUALS, 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 CORPORATION'S PURPOSES SET FORTH IN ARTICLE 3 OF THESE ARTICLES OF ORGANIZATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED IN SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

(E) EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW, THE DIRECTORS MAY AT ANY TIME ADOPT A RESOLUTION RECOMMENDING THAT THE CORPORATION BE DISSOLVED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERS OF THE CORPORATION. PROVIDED, HOWEVER, THAT IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, TERMINATION OR WINDING UP OF THE CORPORATION (WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF THE LAW), THE PROPERTY OR ASSETS OF THE CORPORATION REMAINING AFTER PROVIDING FOR THE PAYMENT OF ITS DEBT AND OBLIGATIONS SHALL BE CONVEYED, TRANSFERRED, DISTRIBUTED AND SET OVER OUTRIGHT TO ONE OR MORE EDUCATIONAL, CHARITABLE OR LITERARY INSTITUTIONS OR ORGANIZATIONS, CREATED AND ORGANIZED FOR NONPROFIT PURPOSES SIMILAR TO THOSE OF THE CORPORATION, WHICH QUALIFY AS EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS A MAJORITY OF THE TOTAL NUMBER OF THE DIRECTORS OF THE CORPORATION MAY BY VOTE DESIGNATE AND IN SUCH PROPORTIONS AND IN SUCH MANNER AS MAY BE DETERMINED IN SUCH VOTE; PROVIDED, FURTHER, THAT THE CORPORATION'S PROPERTY MAY BE APPLIED TO CHARITABLE OR EDUCATIONAL PURPOSES IN ACCORDANCE WITH THE DOCTRINE OR CYPRESS IN ALL RESPECTS AS A COURT HAVING JURISDICTION IN THE PREMISES MAY DIRECT.

(F) THE PROVISIONS OF SECTIONS 7-6-6, 7-6-9 AND ALL OTHER PROVISIONS OF CHAPTER 7-6 OF THE RHODE ISLAND GENERAL LAWS CONCERNING INDEMNIFICATION AND EXEMPTION FROM LIABILITY SHALL FULLY APPLY TO THE CORPORATION, ITS MEMBERS, ITS DIRECTORS, ITS OFFICERS, ITS EMPLOYEES AND ITS AGENTS, AND SHALL NOT BE LIMITED BY THESE ARTICLES. THE CORPORATION ALSO HAS ADOPTED PROVISIONS IN ITS BY LAWS CONCERNING THE INDEMNIFICATION AND EXEMPTION FROM LIABILITY OF ITS MEMBERS, DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.

ARTICLE V

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

No. and Street: 50 PARK ROW WEST
SUITE 111

City or Town: PROVIDENCE, RI

State: RI

Zip: 02903

The name of its initial registered agent at such address is STEPHEN J. DIGIANFILIPPO, ESQ.

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 First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	GIANNA R. MCLEISH	19 SHEFFIELD ROAD ATTLEBORO, MA 02703 US
DIRECTOR	NATASHA M. TROTTIER	51 SPRAGUE AVENUE CRANSTON, R 02910 US
DIRECTOR	KARISSA GARGANESE	234 SENECA AVENUE PAWTUCKET, RI 02860 US

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	GIANNA R. MCLEISH	19 SHEFFIELD ROAD ATTLEBORO, MA 02703 US
INCORPORATOR	NATASHA M. TROTTIER	51 SPRAGUE AVENUE CRANSTON, RI 02910 US

ARTICLE VIII

Date when corporate existence is to begin 11/8/2019

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

Signed this 8 Day of November, 2019 at 10:29:03 AM 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.

GIANNA R. MCLEISH

NATASHA M. TROTTIER

Form No. 200
Revised 09/07