



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 SIREN Women's Cooperative

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE CORPORATION IS ORGANIZED TO (A) BUILD KNOWLEDGE, CONNECTION, AND INSPIRATION FOR WOMEN AND THEIR WORK, (B) PROVIDE ADVANCEMENT OPPORTUNITIES AND PROFESSIONAL DEVELOPMENT FOR WOMEN WHO ARE ENGAGED IN, ENTERING, OR PURSUING THE WORKFORCE THROUGH A SERIES OF ACTIVITIES AND PROGRAMMING, INCLUDING WITHOUT LIMITATION MONTHLY PROFESSIONAL DEVELOPMENT AND EDUCATIONAL TALKS ON WORK-RELATED TOPICS, NUMEROUS RELATIONSHIP-BASED NETWORKING EVENTS, AND A READY TO WORK EXCHANGE WHERE UNDERSERVED WOMEN ARE ASSISTED WITH DEVELOPING JOB INTERVIEW SKILLS, (C) DO ANY AND ALL LAWFUL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF THE FOREGOING PURPOSES, (D) SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREOF, AND (E) OPERATE EXCLUSIVELY FOR SUCH PURPOSES AS WILL QUALIFY THE CORPORATION AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, 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 THEREUNDER.

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) NO DISTRIBUTIONS; PROCEDURE UPON DISSOLUTION. THE CORPORATION IS NOT ORGANIZED FOR PROFIT AND NO PART OF THE NET EARNINGS OR ASSETS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS, 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 3 HEREOF. IN THE EVENT OF ANY LIQUIDATION OR DISSOLUTION OF THE CORPORATION, NO MEMBER, DIRECTOR, OFFICER OR OTHER PRIVATE PERSON SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, THE BOARD OF DIRECTORS OF THE CORPORATION, AFTER THE PAYMENT AND DISCHARGE OF OR PROVISION FOR ALL ITS DEBTS AND OBLIGATIONS OF THE CORPORATION, SHALL, DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION FOR ONE (1) OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND ITS REGULATIONS AS THEY NOW EXIST OR MAY HEREAFTER BE AMENDED, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. 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 PURPOSES OR TO SUCH ORGANIZATION(S) AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(B) NO PERSONAL LIABILITY OF DIRECTORS. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE

INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED OR LIMITED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH (B) BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(C) NO SUBSTANTIAL POLITICAL ACTIVITY. THE CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

(D) BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BYLAWS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BYLAWS.

(E) INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY SECTION 7-6-6 OF THE RHODE ISLAND NONPROFIT CORPORATION ACT, THE CORPORATION'S BYLAWS MAY, SUBJECT TO THE PROVISIONS OF THIS PARAGRAPH (E), INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINES APPROPRIATE, SPECIFICALLY INCLUDING THE AUTHORIZATION OF THE FOLLOWING:

(I) PAYMENT, ON BEHALF OF A DIRECTOR, OR OFFICER, FOR ANY LOSS OR EXPENSES ARISING FROM ANY CLAIM OR CLAIMS WHICH ARE MADE AGAINST THE DIRECTOR OR OFFICER (WHETHER INDIVIDUALLY OR JOINTLY WITH OTHER DIRECTORS OR OFFICERS) BY REASON OF ANY COVERED ACT OF THE DIRECTOR OR OFFICER.

(II) COVERAGE OF A LOSS OR EXPENSES ARISING FROM ANY CLAIMS MADE AGAINST A DIRECTOR OR OFFICER NO LONGER SERVING IN AN

OFFICIAL
CAPACITY, THE ESTATE, HEIRS OR LEGAL REPRESENTATIVE OF AN INCOMPETENT,
INSOLVENT OR BANKRUPT DIRECTOR OR OFFICER, WHERE THE DIRECTOR OR
OFFICER
WAS A DIRECTOR OR OFFICER AT THE TIME THE COVERED ACT UPON WHICH SUCH
CLAIMS ARE BASED OCCURRED.

(III) ADVANCEMENT OF EXPENSES TO A DIRECTOR OR OFFICER
PRIOR TO THE FINAL DISPOSITION OF ANY ACTION, SUIT OR PROCEEDING, OR ANY
APPEAL THEREFROM, INVOLVING SUCH DIRECTOR OR OFFICER AND BASED UPON
THE
ALLEGED COMMISSION BY SUCH DIRECTOR OR OFFICER OF A COVERED ACT,
SUBJECT TO
AN UNDERTAKING BY OR ON BEHALF OF SUCH DIRECTOR OR OFFICER TO REPAY
THE
SAME TO THE CORPORATION IN THE EVENT INDEMNIFICATION IS NOT PERMITTED
UNDER
THIS PARAGRAPH (E).

NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BYLAWS
AUTHORIZED BY THIS PARAGRAPH (E) MAY NOT INDEMNIFY A DIRECTOR OR
OFFICER
FROM AND AGAINST ANY LOSS, AND THE CORPORATION SHALL NOT REIMBURSE
FOR ANY
EXPENSES, IN CONNECTION WITH ANY CLAIM OR CLAIMS MADE AGAINST A
DIRECTOR OR
OFFICER FOR: (I) ANY BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF
LOYALTY
TO THE CORPORATION, (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH
INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III)
ANY
TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN
IMPROPER PERSONAL BENEFIT.

FOR PURPOSES OF THIS PARAGRAPH (E), WHEN USED HEREIN:

"LOSS" MEANS ANY AMOUNT WHICH A DIRECTOR OR OFFICER IS
LEGALLY OBLIGATED TO PAY FOR ANY CLAIM FOR A COVERED ACT AND SHALL
INCLUDE,
WITHOUT BEING LIMITED TO, DAMAGES, SETTLEMENT, FINES, PENALTIES, OR, WITH
RESPECT TO EMPLOYEE BENEFIT PLANS, EXCISE TAXES;

"EXPENSES" MEANS ANY EXPENSES INCURRED IN CONNECTION WITH
THE DEFENSE AGAINST ANY CLAIM FOR A COVERED ACT, INCLUDING, WITHOUT
BEING
LIMITED TO, LEGAL, ACCOUNTING OR INVESTIGATIVE FEES AND EXPENSES;

"COVERED ACT" MEANS ANY ACT OR OMISSION OF A DIRECTOR OR
OFFICER IN THE DIRECTOR'S OR OFFICER'S OFFICIAL CAPACITY WITH THE
CORPORATION.

(F) EQUAL OPPORTUNITY. THE CORPORATION SHALL NOT DISCRIMINATE
IN ITS ADMISSION, FACILITIES OR PROGRAMS ON THE BASIS OF RACE, NATIONAL
OR

ETHNIC ORIGIN, SEX, RELIGION OR HANDICAPPED STATUS.

ARTICLE V

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

No. and Street: 400 GLEN ROAD
City or Town: PORTSMOUTH State: RI Zip: 02871

The name of its initial registered agent at such address is SARAH B. NADIMPALLI

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 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	SARAH B. NADIMPALLI	400 GLEN ROAD PORTSMOUTH, RI 02871 USA
DIRECTOR	SUZANNE RAMPONI	400 GLEN ROAD PORTSMOUTH, RI 02871 USA
DIRECTOR	NICHOLE LEWIS	400 GLEN ROAD PORTSMOUTH, RI 02871 USA
DIRECTOR	KATY ANNULLI	400 GLEN ROAD PORTSMOUTH, RI 02871 USA

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	JOHN E. SCHOLHAMER	1481 WAMPANOAG TRAIL EAST PROVIDENCE, RI 02915 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 28 Day of February, 2020 at 4:58:24 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.

JOHN E. SCHOLHAMER
1481 WAMPANOAG TRAIL
EAST PROVIDENCE, RI 02915

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Revised 09/07

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

February 28, 2020 04:56 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

