

Filing Fee \$35.00

State of Rhode Island and Providence Plantations
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 Greater Providence Chamber Foundation

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

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

See Exhibit A attached hereto and made a part hereof.

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 B attached hereto and made a part hereof.

FIFTH: The address of the initial registered office of the corporation is One Old Stone Square,
Providence, Rhode Island 02903 (add Zip Code),
and the name of its initial registered agent at such address is: Richard H. Gregory III

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

<i>Name</i>	<i>Address</i>
<u>Matthew W. Galbraith</u>	<u>700 Quaker Lane, Warwick, RI 02886</u>
<u>James R. Winoker</u>	<u>333 West River Street, Providence, RI 02904</u>
<u>Rita A. O'Brien</u>	<u>234 Washington Street, Providence, RI 02903</u>
<u>John J. McCann</u>	<u>1400 Division Road, West Warwick, RI 02893</u>
<u>Richard T. Dale</u>	<u>P.O. Box 8500, Cranston, RI 02920</u>
<u>Gloria J. Lincourt</u>	<u>City Hall, Providence, RI 02903</u>
<u>Lila M. Sapinsley</u>	<u>25 Cooke Street, Providence, RI 02906</u>

SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>John J. Partridge</u>	<u>One Old Stone Square, Providence, RI 02903</u>
<u>Richard H. Gregory III</u>	<u>One Old Stone Square, Providence, RI 02903</u>
<u>William J. Clegg</u>	<u>One Old Stone Square, Providence, RI 02903</u>
.....
.....
.....

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

Dated September 13, 1985

John J. Partridge

Richard H. Gregory III

William J. Clegg (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.

EXHIBIT A

The Corporation is organized exclusively for charitable, educational and scientific purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and specifically to identify, develop, operate, fund, support, promote and encourage charitable, educational and scientific programs and projects which will enhance and stimulate commerce, trade, business, finance, and the professions in the greater Providence area in particular and the State of Rhode Island in general.

EXHIBIT B

This Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any officer or director (except that reasonable compensation may be paid for services rendered to and for the Corporation). In the event of the liquidation of the Corporation, whether voluntary or involuntary, no officer or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the meaning of Section 501(c)(3).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on:

- (1) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of

1954, or corresponding provisions of any subsequent Federal tax laws; or

(2) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.