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145454



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

FEB 01 2005

By KMC

C56028

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
05 FEB - 1 AM 10:33

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:

1. The name of the corporation is Citizens Charitable Foundation ^{OK}

2. The period of its duration is (if perpetual, so state) Perpetual

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

See Attached Exhibit A

4. 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:

See Attached Exhibit B

5. The address of the initial registered office of the corporation is One Citizens Plaza
(Street Address, not P.O. Box)
Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is HASLAW, LLC
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Five
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
	See Attached Exhibit C

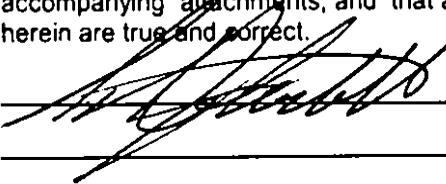
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Stephen J. Carlotti	1500 Fleet Center, Providence, Rhode Island 02903

8. Date when corporate existence is to begin Upon Filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: 1/3/05

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



Signature of each Incorporator

EXHIBIT A

"THIRD. The purposes for which the corporation is organized are:

(a) To provide an endowment for purposes of funding charitable organizations and activities wherever Citizens Financial Group, Inc., or any of its subsidiaries or affiliates, has established a banking or other business presence, provided that, in carrying out such purpose, the corporation shall operate exclusively for charitable, educational and scientific purposes within the meaning of 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 activities not permitted to be carried on by a corporation exempt from federal income tax under said Section.

(b) To do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and, subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation 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 therefor."

EXHIBIT B

"FOURTH: Provisions, if any, for the regulation of internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) A director of the Corporation will not be personally liable to the Corporation or 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 the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Non-Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Non-Profit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation is not organized for profit, and 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.

(c) No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of the Corporation 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 section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), 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 purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

EXHIBIT C

BOARD OF DIRECTORS

Robert Mahoney
Vice Chairman
Citizens Financial Group
28 State Street
Boston, MA 02109

Stephen Steinour
Vice Chairman
Citizens Financial Group
2001 Market Street
Suite 600
Philadelphia, PA 19103

Thomas Hollister
Vice Chairman
Citizens Financial Group
President & CEO – Charter One Bank
71 South Wacker Drive
IH2995
Chicago, IL 60606

Blake Jordan
Director of Corporate Giving
Citizens Financial Group
28 State Street
Boston, MA 02109

Heather Campion
Group Executive Vice President
Citizens Financial Group
28 State Street
Boston, MA 02109