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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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:

1. The name of the corporation is Rhode Island Association of
Naturopathic Physicians

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:
The purpose of this Association is to advance the philosophy,
science and art of naturopathic medicine; to promote interest in and
knowledge of naturopathic medicine professionally and socially; and
to give each other moral, social and intellectual support, and
where it is justified, financial and legal protection; and to
educate the public as to the merits of naturopathic medicine.

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:

See attached article of incorporation

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5. The address of the initial registered office of the corporation is 469 Angell Street
(Street Address, not P.O. Box)
Providence, RI 02906 and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Jill Sanders Stanard, N.D.
(Name of Agent)

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

Name	Address
<u>Jill Sanders Stanard, ND</u>	<u>5 Ternay Garden Providence RI 02904</u>
<u>Leena S. Gupta ND, PhD</u>	<u>127 FIVE FIELDS, MADISON, CT 06113</u>
<u>Deirdre J. O'Connor, ND</u>	<u>225 S. Woody Hill Rd Westerly, RI 02891</u>

7. The name and address of each incorporator is:

Name	Address
<u>Jill Sanders Stanard, N.D.</u>	<u>5 Ternay Garden Providence RI 02904</u>
<u>Leena S. Gupta ND, PhD</u>	<u>127 FIVE FIELDS, MADISON, CT 06113</u>
<u>Deirdre J. O'Connor, ND</u>	<u>225 S. Woody Hill Rd. Westerly, RI 02891</u>

8. Date when corporate existence to begin ~~December 9, 1998~~ upon filing
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated December 9, 1998

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.

Jill Sanders Stanard, ND.
Leena S. Gupta
Deirdre J. O'Connor, ND.

Signature of each Incorporator

Rhode Island Association of Naturopathic Physicians Articles of Incorporation

Article I

The undersigned, Jill Sanders Stanard, N.D., whose address is 5 Ternay Garden, Providence, Rhode Island, being at least eighteen (18) years of age, does hereby form a non-stock corporation under the General Laws of the State of Rhode Island and Providence Plantations.

Article II

The name of the corporation (which is hereinafter called the "Corporation") is the Rhode Island Association of Naturopathic Physicians.

Article III

The Corporation is organized and shall be operated exclusively as a non-stock professional association organized specifically for educational, scientific and charitable purposes, within the meaning of Section 501(C)(6) of the Internal Revenue Code, such purposes including:

1. To advance the philosophy, science, art and practice of naturopathic medicine as defined by the American Association of Naturopathic Physicians, and in cooperation with the same organization;
2. To promote professional and social interaction among RIANP and AANP members;
3. To provide members with moral, social and professional support, and where it is necessary, financial and legal assistance;
4. To educate the public about the merits and best use of naturopathic medicine;
5. To foster cooperation between the profession of naturopathic medicine and other health care professionals in the public interest of quality health care;
6. To promote the public right to freedom of choice in health care;
7. To engage in any lawful activities which are in futherance of the purposes of the Corporation as restricted herein.

Article IV

The address of the principle office of the Corporation in this State is 469 Angell Street, Providence, Rhode Island, 02906. The Corporation may have other offices, either within or without the State of Rhode Island and Providence Plantations as the directors may determine from time to time to establish

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Article V

The Resident Agent of the Corporation is Jill Sanders Stanard, N.D., whose address is 5 Ternay Garden, Providence, Rhode Island. The Resident Agent is a citizen of and resides in the State of Rhode Island and Providence Plantations.

Article VI

The Corporation is not authorized to issue capital stock, but only individual memberships

Article VII

The Corporation shall have a Board of four (4) Directors unless the number is changed in accordance with the Bylaws of the Corporation. The numbers of directors may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than the minimum number required by the Rhode Island General Corporation Law. Until such time as the RIANP has sufficient members for board and officers positions to be held by different individuals, those positions may be held simultaneously by one or more eligible members. The initial director(s) are/is: Jill Sanders Stanard, N.D., Deirdre O'Connor, N.D. and Christine Girard-Couture, N.D.

Article VIII

To the maximum extent that Rhode Island law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages except to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received. Neither the amendment or repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Article IX

Notwithstanding any other provision of these Articles:

- a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation. No member or director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

Article X

Upon Dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any organization(s) exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code, and described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code, or to the federal government, or to a state or local government (collectively an "Exempt Organization") for purposes similar or analogous to the purposes described in Article III hereof. Any assets not so disposed will be disposed of by the Circuit Court of the County in which the principle office of the Corporation is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution), for purposes similar or analogous to the purposes described in Article III hereof, or to an Exempt Organization(s), as determined by the Court, which are organized and operated for such purpose.

Article XII

The Corporation reserves the right to make, from time to time, any **amendments** to these Articles which may now or hereafter be authorized by law. Amendments may be proposed at any meeting of the Board of Directors, including telephone conference meetings, until the first subsequent annual meeting, at which time adoption of amendments shall be accomplished by a 2/3 vote of the Association membership. Amendments must be presented in writing to the Board of Directors at least 30 days prior to the meeting at which the amendment is to be acted upon; to the general membership at least 15 days prior to the meeting at which the amendment is to be acted upon. The Board of Directors may revise the proposed amendment if necessary to secure conformity to the Association Articles of Incorporation and By-Laws and shall then refer it to the general membership for final action.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 5th day of August, 1998.

