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APPLICATION FOR A CERTIFICATE OF INCORPORATION OF THE HOUSING
AUTHORITY OF THE TOWN OF EAST PROVIDENCE UNDER THE PROVISIONS
OF CHAPTER 344 GENERAL LAWS OF RHODE ISLAND 1938, AS AMENDED.

To the Secretary of State:-

We, the undersigned Commissioners of The Housing Authority of East Providence, hereby apply in pursuance of the provisions of "The Housing Authorities Law" Chapter 344, General Laws of Rhode Island 1938 as amended for a certificate incorporating said Housing Authority and in support of such application, furnish the following information:

1. The appropriate notice of a public hearing, in connection with the need of a Housing Authority to function in the Town of East Providence was given by advertising notice of such hearing in the Providence Journal on Friday, October 21, 1949. The public hearing was held on the 1st day of November, A. D. 1949, and following the hearing the Town Council determined in accordance with the provisions of Section 4 of the aforementioned Chapter 344 that there was need for an Authority in said Town of East Providence. Following this determination, the said Council appointed five commissioners of the authority. Appended to this application is a certified copy of the said Council's certificate of said appointment.

2. The name and official residence of each of the Commissioners and the date and place of the induction into and the taking oath of office are as follows:

<u>NAME</u>	<u>OFFICIAL RESIDENCE</u>	<u>DATE</u>	<u>PLACE</u>
Dr. James F. Colgan	114 Walnut Street	Jan.31/50	Town Hall East Prov.
James F. Hanaway	56 Allerton Ave.	"	"
Manuel Souza	1027 So. Broadway	"	"
Rev. W. Stanley Pratt, Chairman	1396 Pawtucket Ave.	"	"
John A. Wesner	3544 Pawtucket Ave.	"	"

The Commissioners desire that the Housing Authority of East Providence become a public body and a body corporate and politic under the "Housing Authorities Law."

3. The term of office of each of the Commissioners is as follows:

<u>NAME</u>	<u>FROM</u>	<u>TO</u>
James F. Hanaway	January 31, 1950	January 30, 1955
Dr. James F. Colgan	January 31, 1950	January 30, 1954
Manuel Souza	January 31, 1950	January 30, 1953
Rev. W. Stanley Pratt	January 31, 1950	January 30, 1952
John A. Wesner	January 31, 1950	January 30, 1951

4. The name which is proposed for the said corporation is "The Housing Authority of the Town of East Providence Rhode Island", and

5. The principal office of the proposed corporation is located at the Town Hall in the Town of East Providence, in the State of Rhode Island.

We, the undersigned Commissioners of The Housing Authority of the Town of East Providence, State of Rhode Island, solemnly swear that we have carefully read the foregoing application, and that to the best of our knowledge and belief all of the

information contained therein is true and correct.

James F. Hanaway
James F. Hanaway

Manuel Souza
Manuel Souza

Dr. James F. Colgan
Dr. James F. Colgan

W. Stanley Pratt
W. Stanley Pratt

John A. Wesner
John A. Wesner

C E R T I F I C A T E

I hereby certify that on the 6th day of June A. D. 1950, personally appeared before me Rev. W. Stanley Pratt, James F. Hanaway, Dr. James F. Colgan, Manuel Souza and John A. Wesner, to me personally known and known by me to be the Commissioners described in the foregoing application and each duly subscribed and swore to the foregoing statement in my presence.

Stephen F. Mullen
Stephen F. Mullen
Notary Public

Dated this 6th day of June A. D. 1950.

P E T I T I O N

October 18, 1949

To the Honorable Town Council
Town of East Providence
Town Hall
East Providence, R. I.

Gentlemen:

We, the following undersigned residents, voters and taxpayers of the Town of East Providence, respectfully request that your honorable body appoint a Housing Authority as provided in Chapter 344, as amended, of the General Laws 1938 of the State of Rhode Island, entitled "The Housing authority, its powers and duty and the issuance of bonds by such authority", all as provided for in Chapter 2260 of the Public Laws passed January Session, A. D. 1949.

Signed:

Dorman W. Searle,	104 Waterview Ave. E. Prov.
John G. Coffey	68 Allerton Ave. E.P.
John A. Laughlin	228 Waterman Ave.
Charles C. Viall	45 James St.
Galen E. Pierce	64 Park Road
Harold V. French	190 Woodward Ave.
Mrs. E. M. Upton	57 Cobb St.
Irene Dias	15 Bentley Street
Ruth Place	205 Summit St.
William H. Carroll, Jr.	90 Vine St.
M. Elaine Sweet	56 Oak Avenue

Raymond L. Brown

Raymond D. Searle

C. E. Curtis

Herman J. Bishop

Mrs. Etta V. Mutter

Harry C. Mutter

Hattie G. Viall

Carleton G. Viall

John Silva

Maurice A. Goff

Harriet V. Irons

Myrtle E. Viall

Elizabeth L. Barry

Milton H. Irons

Grace H. Viall

Edward T. Collins

Doris E. Collins

John L. Lewis

Alice W. Cady

John A. Wesner

Charles R. Bingham

104 North St.

118 Waterview Ave.

Brookfield Road

60 Taunton Ave.

121 Grosvenor Ave.

121 Grosvenor Ave.

103 Catlin Ave. Rumford

13 Central Ave. E.P.

89 Rose St. E.P.

884 Broadway E. Prov.

35 Allerton Ave. E. Prov.

871 Broadway, East Prov. R.I.

94 Mountain Ave.

35 Allerton Av. East Prov.

45 James St. East Prov.

59 James St. East Prov.

59 James St. East Prov.

159 Tangent St.

3328 Pawtucket Ave.

3544 Pawt. Ave.

92 Terrace Ave.

The following is a copy of advertisement which appeared in
Providence Journal, Oct. 21, 1949.

TOWN OF EAST PROVIDENCE

PUBLIC HEARING

Notice is hereby given that a public hearing will be held
in the Council Chamber, Town Hall, at 8:00 P.M. on Tuesday
November 1, 1949, on the petition of Dorman W. Searle et al.
to determine the necessity of appointing a Housing Authority
for the Town of East Providence in accordance with Chap. 344
of General Laws 1938 as amended.

By order of Town Council,

CHARLES C. VIALI, Clerk.

A true Copy, Attest:

June 6, 1950

Charles C. Viall

/sgd/ Charles C. Viall

Town Clerk.

Fig

At a meeting of the Town Council of the Town of East Providence held October 18, 1949 the following vote was passed:

"Voted that the petition of Dorman W. Searle and others requesting that a Housing Authority be appointed for the Town under the provisions of Chap. 344 Gen. Laws as provided for in Chap. 2260 P.L. 1949 be accepted and that a notice of a public hearing on the petition be given and be ordered for November 1, 1949 at 8 o'clock P.M."

At a meeting of the Town Council of the Town of East Providence held November 1, 1949 a public hearing on the necessity of appointing a Housing Authority for the Town of East Providence (notice was given in the Providence Journal on October 21, 1949) was held and the following resolution was passed:

"It is resolved that the Town Council from the testimony presented deems that there is a necessity for the Appointment of a Housing Authority for the Town of East Providence and that a Housing Authority be appointed."

At a meeting of the Town Council of the Town of East Providence held November 29, 1949 the following vote was passed:

"Voted that the following be appointed members of the East Providence Housing Authority:

Rev. W. Stanley Pratt	1396 Pawtucket Ave.
Dr. James F. Colgan	114 Walnut St.
Manuel Souza	1027 Broadway
James F. Hanaway	56 Allerton Ave.
John A. Wesner	3544 Pawtucket Ave."

At a meeting of the Town Council of the Town of East Providence held January 31, 1950 the terms of office for the members of the East Providence Housing Authority were determined by drawing numbers as follows:

Dr. James F. Colgan	114 Walnut St.	3rd Tuesday in November, 1953
(4 years)		
James F. Hanaway	56 Allerton Ave.	3rd Tuesday in November, 1954
(5 years)		
Manuel Souza	1027 Broadway	3rd Tuesday in November, 1952
(3 years)		
Rev. W. Stanley Pratt	1396 Pawtucket Ave.	3rd Tuesday in November, 1951
(2 years)		
John A. Wesner	3544 Pawtucket Ave.	3rd Tuesday in November, 1950
(1 year)		

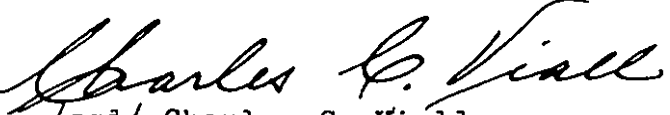
The President of the Council announced that he appoints Mr. Pratt as the first Chairman of the Housing Authority.

The Town Clerk administered the oath of office to the members of the Housing Authority with the exception of Mr. Wesner, who is not present.

The Town Clerk administered the oath of office to John A. Wesner on the 21st day of February 1950 at the Town Hall, East Providence, Rhode Island.

Attest:

June 6, 1950


/sgd/ Charles C. Viall

Town Clerk.



sig.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

DEPARTMENT OF STATE

OFFICE OF THE SECRETARY OF STATE

PROVIDENCE

July 21, 1950

CERTIFICATE OF INCORPORATION
ISSUED UNDER THE PROVISIONS OF CHAPTER 344 OF THE
GENERAL LAWS OF 1938 AS AMENDED (formerly Chapter
2255 of the Public Laws, May Session, 1935).

I, ARMAND H. COTE, Secretary of State, HEREBY
CERTIFY that THE HOUSING AUTHORITY OF THE TOWN OF
EAST PROVIDENCE, RHODE ISLAND, filed in this office
the application for a Certificate of Incorporation as
required by Section 4 of Chapter 344 of the General
Laws of 1938 as amended (formerly Chapter 2255 of the
Public Laws, passed at the May Session, A. D. 1935)
entitled

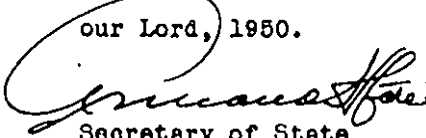
CHAPTER 344
(Pub. Laws, 1935. Ch. 2255.)

"THE HOUSING AUTHORITY, ITS POWER AND
DUTIES, AND THE ISSUANCE OF BONDS BY
SUCH AUTHORITY." and

I FURTHER CERTIFY that said application complied
with all of the provisions set forth in said chapter,
as amended, and

I HEREBY ISSUE this certificate incorporating
THE HOUSING AUTHORITY OF THE TOWN OF EAST PROVIDENCE,
RHODE ISLAND.

IN TESTIMONY WHEREOF I have
hereunto set my hand and af-
fixed the seal of the State
of Rhode Island this 21st
day of July, in the year of
our Lord, 1950.


Secretary of State



(Duplicate)

APPLICATION FOR A CERTIFICATE OF
THE HOUSING AUTHORITY OF THE TOWN
OF EAST PROVIDENCE UNDER THE PRO-
VISIONS OF CHAPTER 344 GENERAL
LAWS OF RHODE ISLAND 1938, AS
AMENDED.

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

RECEIVED AND FILED JUL 20 1950

Stephen F. Mullen
1011 Turks Head Bldg.
Providence, R. I.

JUL 21 1950

Filing Fee: \$35.00

ID Number:

150362



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

ARTICLES OF INCORPORATION

FILED

SEP 01 2005

By AMF

76009

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Ace Mentor Program of Rhode Island, Inc.

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 Exhibit A attached hereto

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 Exhibit B attached hereto

5. The address of the initial registered office of the corporation is c/o Edwards & Angell, LLP, 2800 Financial 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 Scott J. Pinarchick, Esq.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is -5-
(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>
<u>Ralph Taylor</u>	<u>50 Fillmore St., Providence, RI 02908</u>
<u>Mike Kennedy</u>	<u>7 Jackson Walkway, Providence, RI 02903</u>
<u>Vance Fryman</u>	<u>197 Main Street, Milford, MA 01757</u>
<u>Jim Carlson</u>	<u>50 Holden Street, Providence, RI 02903</u>
<u>Paul Choquette, III</u>	<u>7 Jackson Walkway, Providence, RI 02903</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Scott J. Pinarchick, Esq.</u>	<u>c/o Edwards & Angell, LLP</u>
	<u>2800 Financial Plaza</u>
	<u>Providence, RI 02903</u>

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

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.

Date: September 1, 2005

Scott Pinarchick

Signature of each Incorporator

EXHIBIT A

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

Said corporation is organized without capital stock and is organized and shall be operated exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), as specified in 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 (the "Code"). Such purposes shall be furthered by activities, which include but are not limited to: (i) enlightening and motivating students toward architecture, construction, engineering, and related careers, including both the skilled trades and professional pursuits, (ii) providing mentoring and scholarship opportunities for future designers and constructors, and (iii) entering into affiliations with other entities for the purpose of expanding the ACE Mentor Program to additional regions and states. Nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees.

The Corporation will solicit grants and donations and hold fund-raising events for the purpose of developing programs and materials, effectuating its mission, and to do any and all lawful activities necessary for the carrying out of the aforesaid purposes. It is intended that said Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code.

EXHIBIT B

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:

a. This corporation is organized and shall be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of this 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 THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

b. Without in any way limiting the foregoing, the corporation shall have those powers granted by Section 7-6-5 of the General Laws of Rhode Island, 1956, as amended (the "Rhode Island General Laws").

c. The corporation shall not be a membership corporation and shall have no authority to issue capital stock.

The affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The Directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

d. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, exclusively for a public purpose.

e. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its Directors, officers, and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Code shall not be affected thereby. A Director of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary 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.