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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

ARTICLES OF INCORPORATION

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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 Providence Public Library Foundation
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 and made a part hereof.
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 and made a part hereof.

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By KMC
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5. The address of the initial registered office of the corporation is 150 Empire Street
(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 Doreen Brandley Burgers
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is six
(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>Oliver H. Bennett</u> | <u>236 George Street, Providence, RI 02906</u> |
| <u>Earl D. Chambers</u> | <u>666 Post Road, Wakefield, RI 02979</u> |
| <u>Lisa G. Churchville</u> | <u>310 President Ave., Providence, RI 02906</u> |
| <u>Pam Faulkner</u> | <u>228 Rumstick Road, Barrington, RI 02906</u> |
| <u>Ruth K. Mullen</u> | <u>25 Bowen Street, Providence, RI 02903</u> |
| <u>Mary B. Olenn</u> | <u>31 Appian Way, Barrington, RI 02906</u> |

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| <u>Malcolm Farmer III</u> | <u>Hinckley, Allen & Snyder LLP, 1500 Fleet Center</u> |
| | <u>Providence, RI 02903</u> |
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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)

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: August 2, 2005

Malcolm Farmer III

Signature of each Incorporator

EXHIBIT A

"THIRD: The only purpose or purposes for which the corporation is organized are: to operate, be supervised and controlled by and operate for the benefit of the Providence Public Library, a Rhode Island nonprofit corporation (the "Library") exclusively for library, charitable, scientific, literary, or educational purposes as the board of directors may from time to time determine, including, but not limited to, (i) providing direct financial support to the Library; (ii) making payments to, or providing services or facilities for the Library; (iii) receiving, purchasing, selling, leasing, transferring, holding, collecting, borrowing, managing, investing and reinvesting real and tangible and intangible personal property including, without limitation, existing and future bequests and donations, all for the benefit of the Library and any projects or activities sponsored by the Library; and (iv) engaging in fundraising or other solicitation and development activities on behalf of the Library.

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 Nonprofit 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 Nonprofit 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) The Corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(d) Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Nonprofit 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 to the Library. If the Library is not then an organization which qualifies 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), the board of directors shall distribute all of the assets of the Corporation to The Rhode Island Foundation, a charitable trust created under an Agreement and Declaration of Trust dated June 13, 1916, for the support of libraries and library services. If The Rhode Island Foundation is not then an organization which qualifies 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), the board of directors shall distribute all of the assets of the Corporation to such 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."