

66365

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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 Feinstein Foundation, Inc.

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

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

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 attached

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SECRETARY OF STATE
DEC 12 2 41 PM '91

Rec'd & Filed DEC 12 1991

PLP#14 71259

FIFTH: The address of the initial registered office of the corporation is 41 Alhambra Circle, Cranston, RI 02905 (add Zip Code),

and the name of its initial registered agent at such address is: Alan Shawn Feinstein

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 5, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Alan Shawn Feinstein	41 Alhambra Circle, Cranston, RI 02905
Edward Walton	54 Arnold Drive, Cumberland, RI 02864
Beverly Vale	90 Albert Avenue, Cranston, RI 02905
David Goldman	55 Todd Street, Warwick, RI 02888
J. Troy Earhart	25 Fort Hill Road, Bristol, RI 02809

SEVENTH: The name and address of each incorporator is:

Name	Address
Alan Shawn Feinstein	41 Alhambra Circle, Cranston, RI 02905

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

Dated December 12, 1991

Alan Shawn Feinstein
Alan Shawn Feinstein

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.

2612B

ATTACHMENT TO ARTICLES OF INCORPORATION

THE FEINSTEIN FOUNDATION, INC.
A RHODE ISLAND NON-PROFIT CORPORATION

ARTICLE THIRD:

To develop and support individuals and organizations dedicated to, and actively working towards, the alleviation of human hunger, both within the United States, and worldwide. The corporation may acquire by gift, devise, bequest, purchase or otherwise, real and personal property, both tangible and intangible, of every sort and description, with or without restrictions or limitations on use, all in accordance with its purposes as set forth above, and may use such property, invest, manage, hold or transfer the same, in such a manner as the corporation shall deem appropriate to carry out its duly authorized purpose, subject to any restrictions or limitations thereon imposed by federal or state law, including the Internal Revenue Code of the United States.

It is intended that this corporation shall be of the character described in the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE FOURTH:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

C. 1) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

4) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. The Board of Directors of The Feinstein Foundation, Inc. shall have the exclusive authority to appoint or elect the Board of Directors of The Feinstein Foundation, Inc. and neither the Articles of Incorporation nor the Bylaws of The Feinstein Foundation, Inc. may be amended without the consent of the Board of Directors of The Feinstein Foundation, Inc.