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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 Youth in Action, 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:
To train, support and guide local youth to become young community leaders based on
the belief that young people can and should be an integral part of solving some
of the community's most difficult problems.

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 attachment I

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5. The address of the initial registered office of the corporation is 88 Hudson St.
(Street Address, not P.O. Box)

Providence, RI 02909 and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Karen Feldman
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four
(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>Karen Feldman</u>	<u>88 Hudson St. Providence, RI 02909</u>
<u>Jmberto Crenca</u>	<u>57 Hudson St. Providence, RI 02909</u>
<u>Aisha Abdullah Odiase</u>	<u>8 Quince St. Providence RI 02905</u>
<u>Darlen^a Wilson</u>	<u>560 Prospect St. Apt. 82 Pawtucket, RI 02860</u>
_____	_____
_____	_____

7. The name and address of each incorporator is:

Name	Address
<u>Michael Aaronson</u>	<u>71 Princeton Ave. Providence, RI 02907</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

Dated November 12, 19 97

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.

M. Aaronson

Signature of each Incorporator

ATTACHMENT 1

YOUTH IN ACTION, INC.

ATTACHMENT TO ARTICLES OF INCORPORATION
ARTICLE FOUR

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable and educational purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No payments or distributions shall be made by this corporation and no other activities shall be carried on or engaged in by this corporation which would result in the denial or revocation of the exemption of this corporation from federal income taxation under the provisions of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976, as an organization described in Sec. 501(c)(3) of said Code or the deductibility of contributions to and for the use on this corporation for federal income tax purposes under the provisions of Sec. 170 of said Code, or the deductibility of any transfer, devise or bequests to said corporation for federal estate tax purposes under the provisions of Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 2522 of said Code.

Upon dissolution of the corporation, the Officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue Law). as the Board of Directors shall determine. Any 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.