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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

FILED

FEB 21 2003

By kmc
313243

**DUPLICATE ARTICLES OF INCORPORATION
(To Be Filed in Duplicate Original)**

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: **Steven P. Follett Jr. Scholarship Fund**

2. The period of its duration is (if perpetual, so state) **PERPETUAL**

3. The specific purpose of purposes for which the corporation is organized are:

To earn money for scholarships for deserving and needy students in memory of Steven P. Follett Jr.

Said organization is organized exclusively for charitable, religious, educational scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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.

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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:

N/A

5. The address of the initial registered office of the corporation is: (Street address **not** P.O. Box)

145 Thoreau Lane, Wakefield, RI 02879

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

Steven P. Follett

6. The number of directors constituting the initial Board of Directors of the Corporation is **3** (Not less than three directors) and the names and addresses of the persons who are to serve as the initial directors are:

Steven P. Follett - 145 Thoreau Lane, Wakefield, RI 02879

Donna M. Follett - 145 Thoreau Lane, Wakefield, RI 02879

Heather Lynn Follett - 145 Thoreau Lane, Wakefield, RI 02879

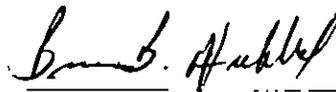
7. The name and address of each incorporator is:

Bruce B. Hubbard, 77 East John Street, Hicksville, NY 11801

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: **February 13, 2003**



Signature of each Incorporator