



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is North Providence Animal Welfare Society, Inc.

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

THE PURPOSE OF THIS CORPORATION SHALL INCLUDE ANY OR ALL OF THE FOLLOWING: TO FOCUS ATTENTION ON THE NORTH PROVIDENCE ANIMAL SHELTER BY RAISING MONEY TO CONSTRUCT AND/OR MAKE NECESSARY FUTURE REPAIRS, MAINTENANCE OR IMPROVEMENTS TO THE TO-BE CONSTRUCTED SHELTER; TO PROVIDE FREE OR REDUCED-COST VETERINARY SERVICES TO ANIMALS BELONGING TO NORTH PROVIDENCE RESIDENTS IN NEED; TO PROVIDE FREE OR REDUCED-COST FOOD/NUTRITION TO ANIMALS BELONG TO NORTH PROVIDENCE RESIDENTS IN NEED; TO PROVIDE EDUCATIONAL PROGRAMS THAT PROMOTE THE PREVENTION OF CRUELTY TO ANIMALS, PROMOTE RESPONSIBLE PET OWNERSHIP, AND/OR FOSTER COMPASSION THAT RESULTS FROM RELATIONSHIPS BETWEEN HUMANS AND ANIMALS; AND TO ASSIST THE NORTH PROVIDENCE ANIMAL CONTROL OFFICER/S IN THE FOLLOWING: PURCHASE OF SUPPLIES SUCH AS FOOD/NUTRITION, BEDS/BLANKETS, FEEDING ACCESSORIES, ETC. FOR ANIMALS WITHIN THE CARE OF THE SHELTER; PROVISION OF PROFESSIONAL VETERINARY SERVICES FOR ANIMALS WITHIN THE CARE OF THE SHELTER; PLACEMENT OF ANIMALS IN SUITABLE HOMES THROUGH APPROPRIATE SCREENING OF APPLICATIONS, ADVERTISING, EXPANDED HOURS, AND/OR THROUGH COORDINATING APPROPRIATE FOSTER HOMES FOR THE ANIMALS.

ARTICLE IV

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:

A. BOARD OF DIRECTORS: THE BOARD OF DIRECTORS ("BOARD") OF THE CORPORATION SHALL AT LEAST INCLUDE AT ALL TIMES A PRESIDENT, TREASURER AND SECRETARY. THE BOARD MAY BE EXPANDED IN ACCORDANCE WITH PART B OF THIS ARTICLE IV TO INCLUDE A VICE PRESIDENT AND THREE (3) GENERAL DIRECTORS, UNLESS ADDITIONAL BOARD MEMBERS ARE REQUIRED BY LAW. FOR

PURPOSES OF DEFINING SOME TERMS USED THROUGHOUT THIS ARTICLE IV, THE PRESIDENT, TREASURER, SECRETARY, AND VICE PRESIDENT IF APPLICABLE, SHALL COLLECTIVELY BE REFERRED TO AS "OFFICERS;" THE OFFICERS AND GENERAL DIRECTORS SHALL COLLECTIVELY BE REFERRED TO AS "BOARD MEMBERS;" AND "VACANT POSITIONS" MAY INCLUDE THOSE OF THE OFFICERS AND GENERAL DIRECTORS THAT MAY OR MAY NOT ALL EXIST DURING ALL TIMES OF THE EXISTENCE OF THE CORPORATION, UNLESS OTHERWISE REQUIRED BY LAW OR AS SPECIFIED HEREIN.

B. ADDITIONS TO THE BOARD: VACANT POSITIONS MAY BE FILLED UPON ELECTION BY TWO-THIRDS MAJORITY VOTE OF THE THEN EXISTING BOARD, PROVIDED THAT PART A OF THIS ARTICLE IV SHALL ALWAYS REMAIN PERTINENT UNLESS IT CONFLICTS WITH APPLICABLE LAW; FOR THE AVOIDANCE OF DOUBT, THE BOARD IS NOT REQUIRED TO FILL VACANT POSITIONS OTHER THAN THOSE OF THE PRESIDENT, TREASURER AND SECRETARY.

C. NONDISCRIMINATION POLICY: ALL PERSONS WHO SERVE OR ARE SERVED BY THE CORPORATION SHALL BE SELECTED ENTIRELY ON A NONDISCRIMINATORY BASIS WITH RESPECT TO AGE, DISABILITY, SEX, RACE, RELIGION, NATIONAL ORIGIN, AND SEXUAL ORIENTATION, AND ANY OTHER CATEGORY OF PEOPLE PROTECTED BY APPLICABLE LAW. IT IS THE POLICY OF THE CORPORATION NOT TO DISCRIMINATE IN ANY CAPACITY, ESPECIALLY ON THE BASIS OF ANY CATEGORY PROTECTED BY APPLICABLE LAW.

D. BOARD MEMBER TERMS: AN OFFICER SHALL SERVE UNTIL HIS/HER RESIGNATION, DEATH, INCAPACITY, OR REMOVAL. NON-OFFICER BOARD MEMBERS (I.E. GENERAL DIRECTORS) SHALL SERVE ONE YEAR TERMS BEGINNING ON THE DATE OF ELECTION, AND MAY SERVE CONSECUTIVE TERMS UPON ELECTION IN ACCORDANCE WITH PART B OF THIS ARTICLE IV.

E. REMOVAL OF BOARD MEMBERS: ALL BOARD MEMBERS MAY BE REMOVED FOR CAUSE, INCLUDING BUT NOT LIMITED TO MISAPPROPRIATION OF FUNDS, EMBEZZLEMENT, BREACH OF FIDUCIARY DUTY, BREACH OF ANY OTHER DUTY OWED TO THE CORPORATION UNDER APPLICABLE LAW, AND UNRESPONSIVENESS OR UNEXCUSED ABSENCE FROM TWO OR MORE CONSECUTIVE MEETINGS DURING A ROLLING TWELVE MONTH PERIOD, BY TWO THIRDS MAJORITY VOTE OF THE THEN EXISTING BOARD, PROVIDED THAT THE BOARD MEMBER IN QUESTION IS PROVIDED NOTIFICATION OF THE INTENTION TO DISCUSS HIS/HER CASE AND IS GIVEN OPPORTUNITY TO BE HEARD PRIOR TO A VOTE ON THE CASE.

F. RESIGNATION OF BOARD MEMBERS: ANY BOARD MEMBER MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE BOARD WITHOUT PREJUDICE TO THE RIGHTS, IF ANY, OF THE CORPORATION TO ANY CONTRACT TO WHICH THE BOARD MEMBER IS A PARTY. ANY RESIGNATION SHALL TAKE EFFECT AT THE DATE OF THE RECEIPT OF THE NOTICE, UNLESS OTHERWISE SPECIFIED. THE ACCEPTANCE OF THE RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

G. POWERS: ALL CORPORATE POWERS SHALL BE EXCLUSIVELY EXERCISED BY OR UNDER THE EXPRESS AUTHORITY OF THE BOARD, EXCEPT AS OTHERWISE PROVIDED BY LAW, OR AS SPECIFICALLY DEFINED WITHIN THIS ARTICLE IV. THE AFFAIRS OF THE ORGANIZATION SHALL BE MANAGED UNDER THE EXPRESS GUIDANCE OF THE BOARD TO DIRECTLY SERVE THE PURPOSE OF THE ORGANIZATION. THE BOARD MAY ESTABLISH INTERNAL POLICIES AND GUIDELINES THAT MAY FURTHER DEFINE THE POWERS OF EACH BOARD MEMBER, AMONG OTHER THINGS.

H. FUNDRAISING: THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES, AND MAY RECEIVE AND HOLD IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.

I. AMENDMENTS: THESE ARTICLE IV BY-LAWS MAY BE AMENDED, ALTERED, REPEALED, OR RESTATED BY UNANIMOUS VOTE OF THE THEN EXISTING BOARD, PROVIDED THAT THE AMENDMENT IS CONSISTENT WITH THE PURPOSE OF THE

CORPORATION AND COMPLIES WITH APPLICABLE LAW, INCLUDING SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

J. AFFAIRS:

(1) THE CORPORATION MAY PURCHASE, RECEIVE, TAKE BY GRANT, GIFT, DEVISE, BEQUEST, OR OTHERWISE, LEASE OR ACQUIRE, OWN, HOLD, IMPROVE, EMPLOY, USE, AND OTHERWISE DEAL IN AND WITH REAL PERSONAL PROPERTY, OR ANY INTEREST THEREIN, WHEREVER SITUATED, IN AN UNLIMITED AMOUNT.

(2) THE CORPORATION MAY PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, EMPLOY, SELL, LEND, LEASE, EXCHANGE, TRANSFER, OR OTHERWISE DISPOSE OF, MORTGAGE, PLEDGE, USE AND OTHERWISE DEAL IN AND WITH, BONDS AND OTHER OBLIGATIONS, SHARE, OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL, OR OTHER ACTIVITIES.

(3) THE CORPORATION MAY SELL, CONVEY, LEASE, EXCHANGE, TRANSFER OR OTHERWISE DISPOSE OF, OR MORTGAGE, PLEDGE, USE AND OTHERWISE DEAL IN AND WITH, BONDS AND OTHER OBLIGATIONS, SHARES, OR OTHER SECURITIES OR INTERESTS ISSUED BY OTHERS, WHETHER ENGAGED IN SIMILAR OR DIFFERENT BUSINESS, GOVERNMENTAL, OR OTHER ACTIVITIES.

(4) THE CORPORATION MAY MAKE CONTRACTS, GIVE GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE REASONABLE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE, OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED.

(5) THE CORPORATION MAY LEND MONEY IN A MANNER CONSISTENT WITH ITS PURPOSE, AND MAY TAKE AND HOLD REAL PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED.

(6) THE CORPORATION MAY INVEST AND REINVEST ITS FUNDS IN INVESTMENTS DETERMINED TO BE LOW RISK BY A QUALIFIED INVESTMENT ADVISOR OR OTHER QUALIFIED FINANCIAL PLANNER, AND MAY TAKE AND HOLD REAL PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS INVESTED.

(7) THE CORPORATION MAY CARRY ON ANY ACTIVITY AND DEAL WITH AND EXPEND ANY SUCH PROPERTY OR INCOME THEREFROM FOR ANY OF THE FOREGOING PURPOSES WITHOUT LIMITATION, EXCEPT SUCH LIMITATIONS, IF ANY, AS MAY BE CONTAINED IN THE INSTRUMENT UNDER WHICH SUCH PROPERTY IS RECEIVED, THESE ARTICLES OF ORGANIZATION, OR ANY OTHER LIMITATIONS AS ARE PRESCRIBED BY LAW, PROVIDED THAT NO SUCH ACTIVITY SHALL BE SUCH AS IS NOT PERMITTED BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE, AND THAT THE CORPORATION SHALL NOT ATTEMPT TO INFLUENCE LEGISLATION BY PROPAGANDA OR OTHERWISE, NOR SHALL IT INTERVENE IN, OR PARTICIPATE IN, ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, AND PROVIDED FURTHER THAT NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF ANY MEMBER OR PRIVATE INDIVIDUAL AND NO BOARD MEMBER, GENERAL DIRECTOR, OR OFFICER OF THE CORPORATION SHALL RECEIVE ANY PECUNIARY BENEFIT FROM THE CORPORATION, EXCEPT SUCH REASONABLE COMPENSATION AS MAY BE ALLOWED FOR SERVICES ACTUALLY RENDERED TO THE CORPORATION.

(8) UPON THE DISSOLUTION OR LIQUIDATION OF THE CORPORATION, AFTER PAYMENT OF ALL LIABILITIES OF THE CORPORATION OR DUE PROVISIONS THEREFOR, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISPOSED OF TO ONE OR MORE ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE.

K. SEVERABILITY: IF ANY PROVISION OF ANY PART OF THIS ARTICLE IV IS ILLEGAL,

THE INVALIDITY OF THAT PROVISION WILL NOT AFFECT ANY OF THE REMAINING PROVISIONS IN THAT PART OR ANY OTHER, AND THOSE REMAINING PARTS AND PROVISIONS WILL BE CONSTRUED AS IF THE ILLEGAL PROVISION IS NOT CONTAINED IN THE PART OF THE ARTICLE. THE REMAINING PARTS AND PROVISIONS WILL BE DEEMED MODIFIED TO THE EXTENT NECESSARY TO RENDER THE REMAINDER ENFORCEABLE.

L. CONSTRUCTION: THE HEADINGS USED IN THIS ARTICLE IV ARE INSERTED FOR CONVENIENCE ONLY AND WILL NOT AFFECT THE INTERPRETATION OF ANY PART OR PROVISION. THE LANGUAGE USED THROUGHOUT WILL BE DEEMED TO BE THE LANGUAGE CHOSEN BY THE INCORPORATORS TO EXPRESS THEIR MUTUAL INTENT TO GENUINELY SERVE THE PURPOSE OF THE CORPORATION, AND NO RULE OF STRICT CONSTRUCTION WILL BE APPLIED IN ANY SO RELATED DISPUTE THAT MAY ARISE.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 15 LOCUST AVE
City or Town: NORTH PROVIDENCE State: RI Zip: 02911

The name of its initial registered agent at such address is ALICIA SANSONE

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	CATHERINE LANNI	23 CRAIGE ST NORTH PROVIDENCE, RI 02911 USA
DIRECTOR	JO-ANN DALESSANDRO	15 LOCUST AVE NORTH PROVIDENCE, RI 02911 USA
DIRECTOR	ALICIA SANSONE	15 LOCUST AVE NORTH PROVIDENCE, RI 02911 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	ALICIA SANSONE	15 LOCUST AVE NORTH PROVIDENCE, RI 02911 USA

ARTICLE VIII

Date when corporate existence is to begin 08/06/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 6 Day of August, 2020 at 10:51:30 AM by the incorporator(s). This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that

individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.

Enter signature(s) below.

ALICIA SANSONE

Form No. 200
Revised 09/07

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