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35371

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 Providence Haitian/Salvadoran Project, Inc.

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

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

Providing various forms of humanitarian aid and relief to the people of Haiti and El Salvador

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 copy of by-laws attached hereto and made a part hereof.

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Form No. N-1A

JUL 31 1985

FIFTH: The address of the initial registered office of the corporation is

92 Hope Street, Providence, R.I. 02906 (add Zip Code),

and the name of its initial registered agent at such address is: Normand J. Demers

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 10, and the names and addresses of the persons who are to serve as the intitial directors are:

Name	*Address*
Normand J. Demers	92 Hope Street, Providence, RI 02906
Alice Macintosh	33 Humboldt Avenue, Providence, RI 02906
David P. Whitman	199 Sixth Street, Providence, RI 02906
Shirley E. Cummings	15 Diamond Place, Providence, RI 02906
Marilyn Ise	464 Hope Street, Providence, RI 02906
Robert G. Engles	164 Prospect Street, Providence, RI 02906
James M. Nagle	5 Rhode Island Avenue, Providence, RI 02906
Charles Wharton	95 Halsey Street, Providence, RI 02906
John E. Savage	665 Humboldt Avenue, Providence, RI 02906

SEVENTH: The name and address of each incorporator is:

Name	*Address*
David P. Whitman	199 Sixth Street, Providence, RI 02906

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): August 1, 1985

Dated July 26, 1985

David P. Whitman

David P. Whitman

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.

BY-LAWS

OF

PROVIDENCE HAITIAN/SALVADORAN PROJECT, INC.

ARTICLE I - PURPOSES

Providence Haitian/Salvadoran Project, Inc. (hereinafter the "Project"), a non-profit Rhode Island corporation, is a charitable organization constituted for the purpose of providing various forms of humanitarian aid and relief to the people of Haiti and El Salvador.

ARTICLE II - MEMBERS

The members of this Project shall be the members (during their respective terms of office) of the Board of Directors of the Project.

ARTICLE III - ANNUAL MEETINGS OF THE PROJECT

SECTION 1. The annual meeting of the Project, of which notice shall be given to the members by mail at least seven (7) days prior to the meeting, shall be held in the State of Rhode Island during the months of April or May in each year, on such date and at such time and place as shall be determined by the Board of Directors or by the President.

SECTION 2. Five members of the Project shall constitute a quorum.

ARTICLE IV - RIGHT TO VOTE

All members of the Project shall be entitled to vote at all meetings of the Project, each member being entitled to one vote.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. Number and Election. There shall be a Board of Directors (hereinafter the "Board") of not more than fifteen (15) and not less than seven (7) elected at the annual meeting of the Project. The term of office of one-third (1/3) of the original directors shall be three (3) years; one-third (1/3) shall be four (4) years and one-third (1/3) shall be five (5) years. All subsequent terms shall be five (5) years. No director may serve more than three (3) consecutive terms except by vote of the majority of the members.

SECTION 2. Powers and Duties of Directors. The Board shall, by vote of the majority of its members, unless otherwise provided, determine matters of policy for the Project, make and establish rules and regulations for agents of the Project; arrange for the transaction of the business of the Project and shall, subject to the provisions of these By-Laws, have the full and complete management, control and disposal of the affairs, property and funds of the Project with full power, within the purposes for which the Project is incorporated, to do all matters and things which the Project can lawfully do. By a two-thirds vote of the directors present at any meeting of the Board at which a quorum is present and where at least seven (7) days written notice of such meeting has been mailed to each director, the directors may remove from the Board any director when, in the judgment of the directors, the best interest of the Project requires such action.

SECTION 3. Special Meetings of the Board. Special meetings of the Board may be called by the President or by the Secretary at the request of three directors. Written notice of such meeting shall be sent to each director at least seven (7) days prior to the meeting. Five (5) members of the Board shall constitute a quorum.

SECTION 4. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken by the Board without a meeting if seven (7) members of the Board shall consent in writing to such action whether before or immediately after such action. Such written consents shall be filed with the minutes.

ARTICLE VI - OFFICERS

SECTION 1. Officers. The officers of the Project shall be a President, Vice President, Secretary and Treasurer.

SECTION 2. Election and Tenure of Officers. The officers shall be elected at the annual meeting of the Project and each shall hold his office for one (1) year or until he resigns, is removed, or is otherwise disqualified, or until a successor takes office. Any officer may be removed from office by the affirmative vote of two-thirds of the directors present at a meeting.

SECTION 3. All officers must be directors.

ARTICLE VII - POWERS, DUTIES AND TERMS OF OFFICERS

SECTION 1. The President. The President shall preside at all meetings of the Project and shall supervise all the affairs of the Project and perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

SECTION 2. Vice President. In the absence of the President, the Vice President shall preside at meetings and perform the duties of the President. The Vice President shall also perform such other duties as may from time to time be assigned to him by the President or the Board of Directors.

SECTION 3. The Secretary. The Secretary shall: (a) keep minutes of the meetings of the Board of Directors; (b) assure that notices are given as required in these By-Laws or as required by law; (c) be custodian of corporate records and the seal of the Project; (d) keep a register as to the addresses of all directors; and (e) in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

SECTION 4. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Project; (b) receive and give receipts for moneys due and payable to the Project from any source whatsoever and shall deposit all such moneys in the name of the Project in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

SECTION 5. Additional Officers. Such additional officers as may be deemed necessary may be elected and removed by the Board of Directors at any time with or without cause.

ARTICLE VIII - EXECUTION OF DOCUMENTS

Unless the Board of Directors should generally or otherwise in a particular case otherwise, order or provide: (a) all checks, drafts and orders for the payment of money shall be signed by the Project Director and Treasurer; (b) all contracts, leases, transfers and assignments of personal property other than securities shall be signed by and all mortgages, deeds and other conveyances of real property agency shall be executed by the Project Director and Treasurer; (c) all transfers and assignments of securities of the Project shall be signed by the Project Director and Treasurer.

ARTICLE IX - BONDING OF OFFICERS

All directors responsible for signing checks, drafts, notes or other instruments of payment, or otherwise handling Project funds, shall be covered by a blanket bond at the Project's expense.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and director of the Project shall be indemnified by the Project against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been an officer or director of the Project, or any settlement thereof, whether or not he is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Project.

ARTICLE XI - PROJECT DIRECTOR

The Board of Directors shall select a Project Director who shall, subject to the control and direction of the Board, have general supervision of the affairs of the project, including, but not limited to, administrative responsibility for selection and supervision of volunteers, preparation of the budget and the day-to-day functions of the project. He shall make regular reports to the Board and shall submit a written report to the Board at the annual meeting.

ARTICLE XII -SEAL

The seal of the Project shall consist of a flat-faced circular dye with the words "Providence Haitian/Salvadoran Project, Inc." cut or engraved thereon.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of law, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV - AMENDMENTS

These By-Laws may be repealed or amended by a two-thirds vote of those present at any meeting of the Board of Directors.

ARTICLE XV - DISSOLUTION

In case of dissolution, the property of the Project remaining after the payment of all liabilities, costs and expenses shall be transferred and delivered to such organization or organizations as the Board of Directors shall by vote determine; provided that such distribution must be made to such organization or organizations organized for charitable, scientific, literary or educational purposes as is exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or like provision, from time to time in force.