

Filing Fee \$35.00



92072

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
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 7-6-34 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 REGINA M. O'HARA CHARITABLE FOUNDATION, INC.

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

THIRD: The specific purpose or purposes for which the corporation is organized are: Exclusively to receive and administer funds for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time, and to do any act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted by the Rhode Island Non-Profit Corporation Act.

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

FILED

OCT 30 1996

By JD #55
174283

CC "M" 3711 10 10

FIFTH: The address of the initial registered office of the corporation is (*Provide street address - Not P.O. Box*)
190 Commerce Drive, Warwick, RI 02886 (add Zip Code),
and the name of its initial registered agent at such address is: William F. Paquin, Esq.

Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 4,
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Regina M. O'Hara	41 Cedar Pond Dr., Warwick, RI 02886
Rev. Philip T. Morrissey	41 Cedar Pond Dr., Warwick, RI 02886
Martha M. Capaldi	35 Johnson Ave., Warwick, RI 02886
Randolph K. Dittmar, CPA	1 Home Loan Plaza, Suite 20, Warwick, RI 02886

SEVENTH: The name and address of each incorporator is:

Name	Address
Regina M. O'Hara	41 Cedar Pond Dr., Warwick, RI 02886

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

Dated October 24, 1996, 19

Regina M. O'Hara

All Incorporators must sign

Regina M. O'Hara

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.

THE REGINA M. O'HARA FOUNDATION, INC.

- (a) The corporation shall have no members.
- (b) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §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 IRC §501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.
- (c) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- (d) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.
- (e) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Superior Court of the State of Rhode Island.
- (f) In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (1) engage in any act of self-dealing as defined in IRC §4941 (2) retain any excess business holdings as defined in IRC §4943, (3) make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of IRC §4944; or (4) make any taxable expenditures as defined in IRC §4945 (5) or corresponding provisions of any subsequent Federal tax law.
- (g) No officer or director shall be personally liable to the Corporation or to its members for monetary damages for breach of such director's or officer's duty, except (1) for any breach of a director's or officer's duty or loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) for any transaction from which a director or officer derived an improper benefit.