



**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 RI Bio Foundation, 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 SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO CULTIVATE ENTREPRENEURSHIP, ADVANCE EDUCATION AND TRAINING, PROMOTE COLLABORATION, AND SHOWCASE INNOVATION TO ENSURE A HIGH-VALUE LIFE SCIENCES AND HEALTHCARE COMMUNITY THAT IMPROVES THE LIVES OF PATIENTS,

STRENGTHENS OUR ECONOMY AND ENHANCES THE QUALITY OF LIFE IN OUR STATE.

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:

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, 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 1986.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, GOVERNORS, 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 III 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 1986, AS AN ORGANIZATION DESCRIBED IN SECTION 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 SECTION 170 OF SAID CODE, OR THE DEDUCTIBILITY OF ANY TRANSFER, DEVICE OR BEQUESTS TO SAID CORPORATION FOR FEDERAL ESTATE TAX

PURPOSES UNDER THE PROVISIONS OF SECTION 2055 AND SECTION 2105 OF SAID CODE, OR THE DEDUCTIBILITY OF GIFTS TO SAID CORPORATION FOR FEDERAL GIFT TAX PURPOSES UNDER THE PROVISIONS OF SECTION 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 SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE

LAW) AS THE GOVERNORS 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.

ARTICLE V

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

No. and Street: 53 BROAD STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is

CAROL MALYSZ

ARTICLE VI

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:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	MICHAEL ELLIOTT	220 RUMSTICK ROAD BARRINGTON, RI 02806 USA
DIRECTOR	MICHAEL KATZ	75 LOWER COLLEGE ROAD KINGSTON, RI 02881 USA
DIRECTOR	PATRICE MILOS	60 CLIFFORD STREET PROVIDENCE, RI 02903 USA
DIRECTOR	CAROL MALYSZ	53 BROAD STREET PROVIDENCE, RI 02903 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	DENISE M LAVOIE CPA	1604 BROAD STREET CRANSTON, RI 02905 USA

ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 24 Day of August, 2020 at 12:48:55 PM 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.

DENISE M. LAVOIE

Form No. 200
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

August 24, 2020 12:48 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

