



**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 Rhode Island United

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO ELEVATE AND PROMOTE PUBLIC AWARENESS OF QUESTION 1 ON THE BALLOT FOR THE NOVEMBER 3, 2020 ELECTION, AS REFERRED TO THE RHODE ISLAND DEPARTMENT OF STATE BY THE RHODE ISLAND GENERAL ASSEMBLY IN THE FORM OF JOINT RESOLUTION 2020-S 2902AA, 2020-H 8077, IN ORDER TO SECURE ELECTORAL PASSAGE THROUGH VOTER ENGAGEMENT FOR REMOVAL OF THE WORDS "AND PROVIDENCE PLANTATIONS" FROM THE OFFICIAL, LEGAL NAME OF THE STATE OF RHODE ISLAND.

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. CHARITABLE/SOCIAL WELFARE PURPOSES. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO CHARITABLE AND SOCIAL WELFARE PURPOSES, AND NO PART OF THE NET EARNINGS, PROFITS OR ASSETS OF THE CORPORATION, UPON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY DIRECTOR OF THE CORPORATION, AND UPON LIQUIDATION OR DISSOLUTION, ALL PROPERTY AND ASSETS OF THE CORPORATION REMAINING AFTER PAYING OR PROVIDING FOR ALL DEBTS AND OTHER EXPENSES SHALL BE DISTRIBUTED AND PAID OVER TO THE MARTIN LUTHER KING SCHOLARSHIP, AS ADMINISTERED BY THE RHODE ISLAND FOUNDATION, A RHODE ISLAND NON-PROFIT CORPORATION; PROVIDED, HOWEVER, THAT AT THE TIME OF SUCH DISTRIBUTION, THE RHODE ISLAND FOUNDATION SHALL QUALIFY AS AN

ORGANIZATION DESCRIBED IN §501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE") OR IN A CORRESPONDING PROVISION OF ANY FUTURE STATUTE (A "§501(C)(3) ORGANIZATION"), OR, IN THE EVENT THAT THE RHODE ISLAND FOUNDATION DOES NOT SO QUALIFY, TO AN ORGANIZATION THAT DOES QUALIFY AS A §501(C)(3) ORGANIZATION.

NOTWITHSTANDING THE FOREGOING, THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THIRD HEREOF. THE CORPORATION SHALL NOT, AS A SUBSTANTIAL PART OF ITS ACTIVITIES, CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION. THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN ANY POLITICAL CAMPAIGN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

B. BOARD OF DIRECTORS. THE POWER AND AUTHORITY TO CONDUCT THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ARTICLES OF INCORPORATION, OR THE BY-LAWS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE BY-LAWS MAY INCLUDE SPECIFIC LIMITATIONS TO THE POWER AND AUTHORITY OF THE BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS, THE MANNER OF THEIR ELECTION, THEIR TERMS OF OFFICE, AND ALL OF THE MATTERS PERTAINING TO THE CONSTITUTION OF THE BOARD OF DIRECTORS AND THE PROCEEDINGS THEREOF SHALL BE AS PROVIDED IN THE BY-LAWS.

C. LIMITATION OF LIABILITY. A MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION (A "DIRECTOR") SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR (I) LIABILITY FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) LIABILITY FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) LIABILITY FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER BENEFIT. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH C BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING PRIOR TO SUCH REPEAL OR MODIFICATION.

D. INDEMNIFICATION. IN ADDITION TO THE AUTHORITY CONFERRED UPON THE CORPORATION BY § 7-6-6 OF THE RHODE ISLAND NON-PROFIT CORPORATION ACT, THE CORPORATION'S BY-LAWS MAY INCLUDE SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS, IN ITS SOLE DISCRETION, DETERMINES TO BE APPROPRIATE TO INDEMNIFY AGAINST ANY LOSS OR TO REIMBURSE FOR EXPENSES IN CONNECTION WITH ANY CLAIM. NOTWITHSTANDING THE FOREGOING, PROVISIONS OF THE BY-LAWS AUTHORIZED BY THIS PARAGRAPH D MAY NOT INDEMNIFY OR REIMBURSE FOR EXPENSES A DIRECTOR OR OFFICER FROM

AND AGAINST ANY LOSS IN CONNECTION WITH ANY CLAIM OR CLAIMS FOR: (I) A BREACH OF THE DIRECTOR'S OR OFFICER'S DUTY OF LOYALTY TO THE CORPORATION; (II) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF THE LAW; (III) A TRANSACTION FROM WHICH THE PERSON SEEKING INDEMNIFICATION DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE V

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

No. and Street: 1080 MAIN STREET
City or Town: PAWTUCKET State: RI Zip: 02860

The name of its initial registered agent at such address is DOUGLAS A. GIRON, ESQ.

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	WILLIAM J. LYNCH	35 PEQUOT ROAD PAWTUCKET, RI 02861 USA
DIRECTOR	ANTONIO J. PIRES	81 ANAWAN ROAD PAWTUCKET, RI 02861 USA
DIRECTOR	JAMES G. RHODES	205 GOVERNOR STREET PROVIDENCE, RI 02906 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	DOUGLAS A. GIRON ESQ.	1080 MAIN STREET PAWTUCKET, RI 02860 USA

ARTICLE VIII

Date when corporate existence is to begin 08/31/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 31 Day of August, 2020 at 1:37:25 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.
DOUGLAS A. GIRON, ESQ.

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 31, 2020 01:30 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

