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ORIGINAL



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is The Jewelry District Foundation for Historic and Architectural Preservation and Revitalization, Inc.

2. The period of its duration is (if perpetual, so state) perpetual

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

See Attachment One

4. 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:

See Attachment Two

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By 234983

5. The address of the initial registered office of the corporation is C/O Orenstein, 330 Lloyd Avenue  
(Street Address, not P.O. Box)  
Providence, RI 02906, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Ken Orenstein  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is \_\_\_\_\_  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
See Attachment Three	

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Michael Aaronson</u>	<u>71 Princeton Avenue, Providence, RI 02907</u>

8. Date when corporate existence is to begin upon the filing of these papers  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: December 8, 1999

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

M. Paul Orenstein  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

**THE JEWELRY DISTRICT FOUNDATION FOR HISTORIC AND  
ARCHITECTURAL PRESERVATION AND REVITALIZATION, INC.**

**ARTICLES OF INCORPORATION**

**ATTACHMENT ONE**

**PURPOSE STATEMENT**

1. To promote the historic preservation, protection, revitalization and use of the Jewelry District neighborhood, including the area's commercial, civic and religious enterprises and residences.
2. To take remedial actions to eliminate the physical, economic and social deterioration of the neighborhood and thereby promote the community's historic preservation, contribute to its betterment while lessening the burdens of the city's government.
3. To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the neighborhood.
4. To hold meetings, seminars and other activities for the instruction of the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of the neighborhood appreciation of its history, culture and architecture.
5. To aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside the neighborhood engaged in similar purposes.

# **THE JEWELRY DISTRICT FOUNDATION FOR HISTORIC AND ARCHITECTURAL PRESERVATION AND REVITALIZATION, INC**

## **ARTICLES OF INCORPORATION** **ARTICLE FOURTH**

### **ATTACHMENT TWO**

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 1954, 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 1954.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 Third 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 1954, as amended by the Tax Reform Act of 1976, as an organization described in Sec. 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 Sec. 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 Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 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 Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue Law). as the Board of Directors 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.

**THE JEWELRY DISTRICT FOUNDATION FOR HISTORIC AND  
ARCHITECTURAL PRESERVATION AND REVITALIZATION, INC.**

**BOARD OF DIRECTORS**

**ARTICLES OF INCORPORATION  
ATTACHMENT THREE**

Joseph DiBattista  
Hallmark Properties  
40 Fountain Street  
Providence, Rhode Island 02903

Michael E. Hogue  
116 Chestnut Street  
Providence, Rhode Island 02903

Edward Marchwicki  
Marchwicki Associates  
222 Chestnut Street  
Providence, Rhode Island 02903

David Winoker  
Belvoir Properties, Inc  
Suite 200 - 222 Richmond Street  
Providence, Rhode Island 02903

Marilyn Winoker  
Belvoir Properties, Inc.  
Suite 200 - 222 Richmond Street  
Providence, Rhode Island 02903

Maureen Maloney  
designMdesignW  
51 Olney Street  
Providence, Rhode Island 02906

Craig Custer  
Move Management  
10 Davol Square  
Providence, Rhode Island 02903

Kenneth Orenstein  
Paolino Properties  
76 Dorrance Street  
Providence, Rhode Island 02903

Arthur Salisbury  
Salisbury Group  
116 Chestnut Street  
Providence, Rhode Island 02903

Aline Platt  
Move Management  
10 Davol Square  
Providence, Rhode Island 02903

Peter Zschokke  
Narragansett Electric  
280 Melrose Street  
Providence, Rhode Island 02907

Carolyn Benedict-Drew  
116 Chestnut Street  
Providence, Rhode Island 02903

Robert Leaver  
Organizational Futures  
One Allens Avenue  
Providence, Rhode Island 02903

Eric Godfrey  
281 Waterman Street  
Providence, Rhode Island 02906

Steven Oliver  
18 Imperial Place  
Providence, Rhode Island 02903

Robert Bruzzi  
18 Imperial Place  
Providence, Rhode Island 02903

Gregory E. Micallef  
151 Broadway  
Providence, Rhode Island 02903



December 2, 1999

Mr. James R. Langevin  
Secretary of State  
State of Rhode Island  
State House  
Room 220  
Providence, RI 02903

Dear Mr. Secretary:

The Jewelry District Association has no objection to the creation of a 501 C (3) with the name of "The Jewelry District Foundation for Historic and Architectural Preservation and Revitalization".

With highest regards,

  
Michael E. Hogue  
President

PO Box 40968  
Providence  
Rhode Island  
02940-0968

66.117.00.01

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