

Filing Fee: \$35.00

ID Number: 114378



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SEP 13 2000

FILED

NON-PROFIT CORPORATION

SEP 13 2000
BY [Signature]

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 Price Foundation

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 attached.

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 attached.

5. The address of the initial registered office of the corporation is 101 Dyer Street  
(Street Address, *not* P.O. Box)  
Providence, RI 02903, and the name of its initial registered agent at such  
(City/Town) (Zip Code)  
address is Andrew W. Davis, Esq.  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3  
(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>
<u>Andrew H. Davis, Jr.</u>	<u>1 Quincy Adams Road, Barrington, RI 02806</u>
<u>Andrew W. Davis</u>	<u>6 Spindrift Way, Barrington, RI 02806</u>
<u>W. Parish Lentz</u>	<u>3 Jenks Garden Lane, Barrington, RI 02806</u>

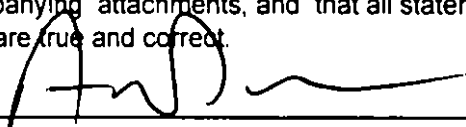
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Andrew W. Davis</u>	<u>101 Dyer Street, Providence, RI 02903</u>

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

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.

Date: 9/13/00

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

**ATTACHMENT TO ARTICLES OF INCORPORATION**

**THE PRICE FOUNDATION  
A RHODE ISLAND NON-PROFIT CORPORATION**

**ARTICLE THIRD**

The Corporation is organized exclusively for charitable purposes, including for such purpose, the making of distributions to the following organizations, including, but not limited to, The Seekonk Library (Seekonk, Massachusetts), Central Baptist Church (Providence, Rhode Island), Rehoboth Congregational Church (Rehoboth, Massachusetts), Rehoboth Cemetery Association (Rehoboth, Massachusetts), American Cancer Society (Pawtucket, Rhode Island), Animal Rescue League (Providence, Rhode Island), Seekonk Animal Shelter (Seekonk, Massachusetts) and to other organizations, (which by way of example, but not limitation promote and/or support, education, art, health and which further the common welfare and well being of the community) that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

It is intended that this corporation shall be of the character described in the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States.

**ARTICLE FOURTH**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of

00, 41 92 9 01 17

RECEIVED  
SEP 13 2000

**FILED**

SEP 13 2000

By

---

by the Court of Common Pleas 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.

C. 1) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

4) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.