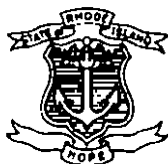


Filing Fee: \$35.00

ID Number: 135478



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 HERMA MOELLER PROCOPIADI 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:
THE PURPOSE OF PROVIDING FUNDING FOR OTHER ORGANIZATIONS WHICH QUALIFY AS EXEMPT
ORGANIZATIONS UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED,
TO INCLUDE GRANTS PURSUANT TO CODE SECTION 4945, AND THE CORRESPONDING PROVISIONS OF
ANY SUBSEQUENT FEDERAL TAX LAW, AND THE REGULATIONS THEREUNDER.

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 PROVISION RELATING TO INTERNAL AFFAIRS

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 20 2003

FILED
OCT 20 2003
By C9182

5. The address of the initial registered office of the corporation is ONE DAVOL SQUARE
(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 DANIEL J. RYAN
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is FIVE
(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>
ROBERT W. MOELLER	129 Beechwood Drive, Cranston, RI 02921
MARY ANN T. MOELLER	129 Beechwood Drive, Cranston, RI 02921
PAUL A. WARD, JR.	1130 Ten Road Road, Suite D 302, North Kingstown, RI 02852
LOUIS J. RIZZACASA	100-04 157th Avenue, Howard Beach, NY 11414
DANIEL J. RYAN	One Davol Square, Providence, RI 02903

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
ROBERT W. MOELLER	129 Beechwood Drive, Cranston, RI 02921

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: 10-16-, 2003

herein are true and correct.

Robert M. Bell

Signature of each Incorporator

ARTICLE FOURTH PROVISIONS FOR INTERNAL AFFAIRS

Notwithstanding any provision of these articles, the Corporation is organized for charitable, education, religious, or scientific purposes as a private operating foundation as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended by the Tax Reform Act of 1976, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as a private operating foundation under Section 170 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).

The Corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

The Corporation shall have no members.

The number of directors (to be designated "trustees" pursuant to the provisions of the RI General Laws, 1956, as amended) constituting the initial board of trustees of the Corporation is five (5).

The affairs and business of the Corporation shall be managed by a Board of Trustees. Each member of the Board of Trustees shall have one vote.

The trustees and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

Without in any way limiting the foregoing, the Corporation shall have those powers granted by Chapter 7-6 of the General Laws.

Whenever a provision of law (including requirements for maintaining tax-exempt status under the income tax laws of the United States and the State of Rhode Island) or these Articles of Incorporation is inconsistent with the by-laws of the Corporation, the provision of law or the Articles of Incorporation shall be controlling.

Amendments to the Articles of Incorporation shall be made upon the affirmative vote of two-thirds of the Board of Trustees.

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 these Articles of Incorporation.

The Corporation will distribute its income for each tax year and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation may, in furtherance of aforementioned purposes, make payments and distributions to other organizations which qualify as exempt organizations under Section(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law), grants pursuant to Code Section 4945, and may make distributions to other private foundations in accordance with the provisions of Section(b)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent federal tax law).

The Corporation will not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

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

The Corporation will not make any investments in such a manner as to subject it to tax under Section 4994 of the Internal Revenue Code, or the corresponding section of any future federal code.

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

Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the Board of Trustees, merge or consolidate with or into any corporation in such a manner that the surviving corporation is organized and operated exclusively for charitable, scientific or educational purposes and in a manner which meets the requirements set forth above.

Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Trustees.

Upon dissolution of the Corporation, the officers shall, after paying or making provision for the payments 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

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.