Filing Fee: $35.00

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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

ORIGINAL ARTICLES OF INCORPORATION

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 JOHN J. & NANCY E. HUDSON CHARITABLE 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:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations 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.

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:

See attached A, B, and C.

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DEC 29 2000
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By 356246

DEC 29 9 46 AM '00
CORPORATIONS DIV.
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Form No. N-1A
Revised 5/97

5. The address of the initial registered office of the corporation is 146 Westminster Street, Suite 500 ,
(Street Address, *not* P.O. Box)

Providence, RI 02903 and the name of its initial registered agent at s
(City/Town) (Zip Code)

address is James H. Reilly.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is three
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

Name	*Address*
John J. Hudson	121 Valerie Court, Cranston, RI 02921
Nancy E. Hudson	121 Valerie Court, Cranston, RI 02921
Karen J. Hudson	121 Valerie Court, Cranston, RI 02921

7. The name and address of each incorporator is:

Name	*Address*
John J. Hudson	121 Valerie Court, Cranston, RI 02921
Nancy E. Hudson	121 Valerie Court, Cranston, RI 02921

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

Dated December 27, ~~19~~ 2000

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

John J. Hudson

Nancy E. Hudson

Signature of each Incorporator

4. Provisions, if any, not consistent 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:

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 the 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 the corresponding section of any future federal tax code.

B. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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, or the corresponding provisions of any future federal tax code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction 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 shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by §4942 of the Code, or any corresponding provisions of any later federal tax laws.

2. The corporation will not engage in any act of self-dealing as defined in §4943(d) of the Code, or any corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in §4943(c) of the Code, or any corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under §4944 of the Code, or any corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in §4945 of the Code, or any corresponding provisions of any later federal tax laws.