

Filing Fee: \$35.00

ID Number: 99581



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 Habitat for Humanity of Rhode Island of East Bay, 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 Exhibit A attached hereto.

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 Exhibit B attached hereto.

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STATE OF RHODE ISLAND

5. The address of the initial registered office of the corporation is Edwards & Angell, 2700 Hospital Trust Tower,
(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 Douglas G. Gray, Esq.
(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
<u>Douglas G. Gray, Esq.</u>	<u>Edwards & Angell, 2700 Hospital Trust Tower, Providence, RI 02903</u>
<u>Mansfield A. Lyon</u>	<u>91 Harrison Avenue, Newport, RI 02840-7819</u>
<u>Johnelle Luciani</u>	<u>Angelus Hall, Room 201, 100 Ochre Point Avenue, Newport, RI 02840</u>
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7. The name and address of each incorporator is:

Name	Address
<u>Douglas G. Gray, Esq.</u>	<u>Edwards & Angell, 2700 Hospital Trust Tower, Providence, RI 02903</u>
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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 February 13, 19 98

FILED

MAR 17 1998

By

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.

Douglas G. Gray

Signature of each Incorporator

Exhibit A

(a) To witness to and implement the Gospel of Jesus Christ in Rhode Island and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;

(b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;

(c) To communicate the Gospel of Jesus Christ by means of the spoken and written word;

(d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

(e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Rhode Island Nonprofit Corporation Act.

Exhibit B

(a) The corporation shall have no members.

(b) No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to any of its members, trustees, directors, 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. 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 any political campaign on behalf of or in opposition to any candidate for public office.

(c) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Rhode Island Nonprofit Corporation Act.

(d) In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the board of directors, distributed to or sold and the proceeds of such sales distributed to: (i) Habitat for Humanity International, Inc., a Georgia Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or, (ii) any other origination(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization, foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, upon application or one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

(e) Directors of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises; (i) for any breach of the director's duty of loyalty to the corporation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which a director derived an improper personal economic benefit; or, (iv) under sections 8.31-8.33 of the Rhode Island Nonprofit Corporation Act.

HABITAT FOR HUMANITY OF RHODE ISLAND - WEST BAY, INC.
P.O. Box 6743
Warwick, RI 02886

March 12 , 1998

State of Rhode Island
Secretary of State
100 North Main Street
Providence, RI 02903

Re: Habitat for Humanity of Rhode Island of East Bay, Inc.

Ladies/Gentlemen:

The undersigned Rhode Island non-profit corporation hereby consents to the use of the name "HABITAT FOR HUMANITY OF RHODE ISLAND OF EAST BAY, INC." for a Rhode Island non-profit corporation to be organized by Douglas G. Gray, Esq., as incorporator or any successor thereof.

HABITAT FOR HUMANITY OF RHODE
ISLAND - WEST BAY, INC.

By: 

Name:

Rosalyn H. Belthune

Title:

President

HABITAT FOR HUMANITY FOR RHODE ISLAND, SOUTH COUNTY, INC.
25 West Independence Way
Kingston, RI 02881

March 6, 1998

State of Rhode Island
Secretary of State
100 North Main Street
Providence, RI 02903

Re: Habitat for Humanity of Rhode Island of East Bay, Inc.

Ladies/Gentlemen:

The undersigned Rhode Island non-profit corporation hereby consents to the use of the name "HABITAT FOR HUMANITY OF RHODE ISLAND OF EAST BAY, INC." for a Rhode Island non-profit corporation to be organized by Douglas G. Gray, Esq., as incorporator or any successor thereof.

HABITAT FOR HUMANITY FOR RHODE
ISLAND, SOUTH COUNTY, INC.

By: *Ted Seymour*
Name: Ted Seymour
Title: Executive Director

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PROVIDENCE, RHODE ISLAND

HABITAT FOR HUMANITY OF RHODE ISLAND - GREATER PROVIDENCE, INC.
83 Stewart Street
Providence, RI 02903

March 12, 1998

State of Rhode Island
Secretary of State
100 North Main Street
Providence, RI 02903

Re: Habitat for Humanity of Rhode Island of East Bay, Inc.

Ladies and Gentlemen:

The undersigned Rhode Island non-profit corporation hereby consents to the use of the name "HABITAT FOR HUMANITY OF RHODE ISLAND OF EAST BAY, INC." for a Rhode Island non-profit corporation to be organized by Douglas G. Gray, Esq., as incorporator or any successor thereof.

HABITAT FOR HUMANITY OF RHODE
ISLAND - GREATER PROVIDENCE,
INC.

By James P. Keller
James P. Keller,
President