

Filing Fee: \$35.00

ID Number: 127782



**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 Riverzedge Arts Project, 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:  
exclusively for educational purposes within the meaning of Section  
501(c)(3) of the Internal Revenue Code of 1986, as now enacted or  
hereafter amended, including, for such purposes, the making of  
distributicns to organizations that also qualify as Section 501(c)(3)  
exempt organizations. To this end, the corporation shall provide  
educationally and economically disenfranchised Woonsocket youth with  
the keys to self-sufficiency through paid employment in the arts.  
Bridging economic, racial, and social divisions, this Corporation  
(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:
  1. No part of the net earnings of the corporation shall inure to  
any member of the corporation not qualifying as exempt under Section  
501(c)(3) of the Internal Revenue Code of 1986, as now enacted or  
hereafter amended, nor to any director or officer of the corporation,  
nor to any other private persons, excepting solely such reasonable  
compensation that the corporation shall pay for services actually  
(see attached)

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5. The address of the initial registered office of the corporation is 137 Park Drive  
(Street Address, *not* P.O. Box)

\_\_\_\_\_  
(City/Town) Riverside , RI 02915 , and the name of its initial registered agent at such  
address is Michelle Novello  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Seven  
(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>
Joseph Schechtman	27 Linden Road, Barrington RI 02806
Jonathan Howard	178 Ninth Street, Providence RI 02906
Michael Gerhardt	39 Bagy Wrinkle Cove, Warren RI 02885
Jane Parillo	26 Main Street, East Greenwich, RI 02818
Joseph Garlick	141 Olo Street, Woonsocket RI 02895
Gaston Malloy	384 Roger Williams Ave, Rumford RI 02916
Susan Rodgerston	322 Summer Street, Boston, MA 02210

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michelle Novello	137 Park Drive, Riverside, RI 02915
Michael Gerhardt	39 Bagy Wrinkle Cove, Warren RI 02885

8. Date when corporate existence is to begin November 2, 2002  
(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: October 31, 2002

herein are true and correct.

Mabelle Noville  
Mabel Beal

Signature of each Incorporator

(Continued from Page 1)

3. seeks to restore Woonsocket neighborhoods by using art and the creative process to join young people with the business community. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
4. rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the 1986 Internal Revenue Code, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.
5. The corporation shall have no voting members. The management and affairs of the corporation shall at all times be under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.
6. No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.
7. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 by a 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.