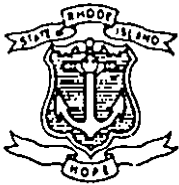


Filing Fee: \$35.00

ID Number: 99785



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 Armenian Historical Association of Rhode Island
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 and made a part hereof.
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 and made a part hereof.

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SECRETARY OF STATE  
CORPORATIONS DIV.  
MAR 30 12 02 PM '98

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MAR 30 1998

By [Signature] 201221

5. The address of the initial registered office of the corporation is 1500 Fleet Center  
(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 HASLAW, LLC  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is three (3)  
(Not less than three Directors)

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

*Address*

7. The name and address of each incorporator is:

*Address*

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

Dated March 30, 1998

herein are true and correct.

Leon C. Boghossian III

## EXHIBIT A

**"THIRD.** The Association is organized and will be operated exclusively for educational and charitable purposes. More specifically, the Association will participate fully in the Heritage Harbor Museum and Library in an effort to provide exhibits that will educate younger generations in the ways that early Armenians enriched society with their ethnic heritage, will provide an opportunity to perpetuate the Armenian cultural contribution, will participate in public relations events and undertake a fundraising campaign for the design of and future maintenance of exhibits within the museum, and will encourage involvement by the Rhode Island Armenian Community in the museum.

## EXHIBIT B

"FOURTH: This Corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, 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 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 (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), 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 candidates 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 of 1986, as amended, and its regulations (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are described by Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and its regulations (or corresponding provisions of any future United States Internal Revenue Law), and deductible under Sections 170(a) and 170(b)(1)(A) of such Code and regulations.

Without in any way limiting the foregoing, the Corporation shall have those powers granted by Section 7-6-7 of the General Laws, as amended, and the following additional powers:

1. To acquire by purchase, lease, or otherwise to own, hold, use, maintain, improve and operate, and to sell, lease and otherwise dispose of real and personal property.
2. To seek reimbursement for services rendered from individuals, corporations, foundations, the federal government, any state government and others; to invest and reinvest the funds of the corporation; to borrow money and issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge or otherwise.
3. To employ agents and servants and in general to perform and do, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations all other acts or things necessary to accomplish the purposes of the corporation; provided, however, such actions are in accordance with the applicable statutes, rules and regulations of this State and of the United States for the carrying out of the purposes of the Corporation as set forth herein.
4. This Corporation shall be a membership corporation and shall have no authority to issue capital stock.

The affairs of the Corporation shall be managed by a Board of Directors. The directors and officers of the corporation, terms of office, method of selection, respective duties and all things pertaining thereto, shall be as defined and established by the by-laws.

Except as may otherwise be required by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the total number of members of the Corporation, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for educational and charitable purposes and in a manner which meets the requirements set forth above. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof. Upon the dissolution of the Corporation, the board of directors (as that term is defined by the Rhode Island Non-Profit Corporation Act) of the Corporation shall, after paying or making provisions for the payment of all 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 purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue law), as the board of directors shall determine. Any of 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 as organizations exempt from federal income tax under Section 501(c)(3) of the Code.

Except as may be otherwise required by law, these Articles of Incorporation shall be amended only upon the vote of two-thirds of the members at a meeting duly called for the purpose pursuant to the by-laws, the notice for which shall contain the substance of each amendment to the Articles to be considered; provided, however, that no such amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for educational and charitable purposes and for the specific purposes set forth in Article THIRD above, and in a manner which meets the requirements set forth above.