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ID Number: 116492



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

See attached

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 *rhia (rhode island vegetarian action)* *ok*

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 attached - article 3

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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 - article 4-10

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By *CE43*
357437

5. The address of the initial registered office of the corporation is see attached - article 11
(Street Address, not P.O. Box)
_____, RI _____, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is _____
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is _____
(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>see attached -</u>	<u>Article 13</u>
_____	_____
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

Name	Address
<u>see attached -</u>	<u>Article 14</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin March 1, 2001
(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: 1-16-01

Chaim Luchel
Sharon
Pranvir

Signature of each Incorporator

**ARTICLES OF AGREEMENT
OF
A RHODE ISLAND NONPROFIT CORPORATION**

**THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE,
ASSOCIATE UNDER THE PROVISIONS OF THE RHODE ISLAND
NONPROFIT ACT, CHAPTER 7-6, BY THE FOLLOWING:**

Article 1. The name of the corporation shall be the Rhode Island Vegetarian Action (RIVA).

Article 2. The period of duration is perpetual.

Article 3. The objects for which this corporation is established are:

(a) to educate various interested organizations, individuals, and the general public as to the values of vegetarianism;

(b) to promote, through vegetarianism, compassion for animals, ecological harmony, human health, and other similarly important reasons to adopt and commit to a plant-based diet;

(c) to foster reverence for all life and kindness to animals by not eating them or otherwise abusing them or exploiting them;

(d) to research, investigate and disseminate factual information regarding the scientific, ethical, environmental, and other aspects of vegetarianism;

(e) to utilize all lawful means, (publications, tracts, media, meetings, lectures, conferences, discussions, seminars, and any other means of mass communication,) to promulgate the views and aims of vegetarianism; and

(f) to coordinate and organize the vegetarian movement in Rhode Island, and to cooperate with other organizations and individuals with substantially similar interests.

The corporation shall have the power to do all acts and things reasonably incident or desirable to further such purposes.

This corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

The corporation is organized and shall operate exclusively for purposes for which an organization may be exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code.

Article 4. The corporation shall not have members and to the extent that action by members shall be required for any purpose, the Board of Directors shall be deemed to be the corporation's membership.

Article 5. The corporation shall have no capital stock.

Article 6. Upon the dissolution of the corporation, the assets shall be distributed as determined by the Board of Directors to an organization exempt from taxation under section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 7. No director or officer of the corporation shall be liable to the corporation for monetary damages for breach of fiduciary duty as a director of an officer except with respect to:

(1) Any breach of the trustee's or officer's duty of loyalty to the corporation or its members;

(2) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;

(3) Any transaction from which the director, officer, or both, derive an improper personal benefit.

Article 8. No part of the net earnings of the 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 3 hereof.

Article 9. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

Article 10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on

(1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

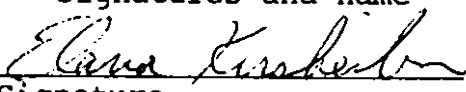
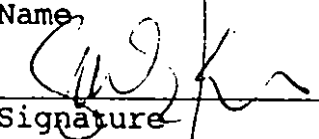
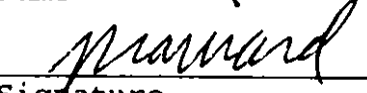
(2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 11. The address of the initial registered office of the corporation is 3 Valley Drive, Johnston, RI 02919, and the name of its initial registered agent at such address is Elana Kirshenbaum.

Article 12. The address of the principal office of the corporation is 3 Valley Drive, Johnston, RI 02919.

Article 13. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial directors are: Elana Kirshenbaum, 3 Valley Drive, Johnston, RI 02919; Sunday Kazas, 27 McCusker Court, Pawtucket, RI 02860; and Pia Ward, 141 Standish Avenue, Providence, RI 02908.

Article 14. The signatures and address of each of the incorporators are:

Signatures and name	Address
1. <u></u> Signature	<u>3 Valley Drive</u> Street
<u>Elana Kirshenbaum</u> Name	<u>Johnston, RI 02919</u> City State Zip
2. <u></u> Signature	<u>27 McCusker Court</u> Street
<u>Sunday Kazas Kazas S.K.</u> Name	<u>Pawtucket, RI 02860</u> City State Zip
3. <u></u> Signature	<u>141 Standish Avenue</u> Street
<u>Pia Ward</u> Name	<u>Providence, RI 02908</u> City State Zip