

Filing Fee \$35.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

NON-PROFIT CORPORATION

77097

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:

english

FIRST: The name of the corporation is FRATERNIDAD FOLKLORICA BOLIVIANA INC.

Bolivian Folkloric Fraternity Inc.

SECOND: The period of its duration (if perpetual, so state).....perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

1. To motivate and perceive the culture of Bolivia.
2. To promote pride through traditional dance and song,
3. To bring Bolivians culture to the general public.
4. To encourage the youth community and culture around motivated activities that will encourage, promote and give pride in the future.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See attached!!

FILED

MAY 3 1994

By

[Signature]

123079

FIFTH: The address of the initial registered office of the corporation is.....

44 Belcourt Avenue N.Providence, RI 02911 (add Zip Code),

and the name of its initial registered agent at such address is: MIREYA SANDOVAL

Mireya Sandoval
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 5, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

MIREYA SANDOVAL 44 Belcourt Avenue N.Providence 02911

FANNY MURRIEL 66 Herschel ST., Providence, RI 02909

EDUARDO SANDOVAL 44 Belcourt Avenue N.Providence, RI 02911

PEGGY SANDOVAL 95 Pomona Avenue Providence, RI 02908

DEBBIE VALDIVIA 78 Asgah Drive N. Kingston, RI 02852

SEVENTH: The name and address of each incorporator is:

Name

Address

MIREYA SANDOVAL 44 Belcourt Avenue N, Providence RI 02911

PEGGY SANDOVAL 95 Pomona Avenue Providence, RI 02908

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): MAY 10, 1994

Dated May 1, 1994

Mireya Sandoval
Peggy Sandoval
Incorporators must sign

MAY 11 27 11 E 1994

Incorporator(s)

NOTE:

PROVIDENCE
CORPORATE
BUREAU

If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

BY-LAWS

PREAMBLE

We citizens of the State of Rhode Island and Providence Plantations associate ourselves for the purpose of providing the public with information and resources relating to international, national, and local issues of peace, justice, and economic concerns in order to create a more humane community.

ARTICLE I NAME

The Corporation shall be named FRATERNIDAD FOLKLORICA BOLIVIANA INC.

ARTICLE II MEMBERSHIP

Membership in the Corporation shall consist of all elected members of the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 1: Number of Directors

This organization shall be governed by Board of Directors which shall not number less than five (5) members or more than fifteen (15) members.

Section 2: Election and Term of Office

Directors shall be elected at each annual meeting of the Corporation and shall hold office until their respective successors are elected.

A nomination committee consisting of three (3) Board members shall be appointed by the chairperson and shall propose a slate of Directors to serve the Board for the next fiscal year at least two months prior to the annual meeting.

Section 3:

New Directors may also be elected at regular Board meetings under special circumstances and under guidelines at that time by a two-third majority of the Board.

Section 4: Power of Directors

Subject to the powers of the Corporation as provided by law and the articles of the Corporation or as herein set forth, all corporate powers of the Corporation shall be exercised

by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the general of the foregoing, the Board of Directors shall have the following powers:

a. To select and remove all other officers, agents, employees, and volunteers of the Corporation, prescribe such powers and duties for them as may not be consistent with law, with the articles of incorporation or the Bylaws and fix their compensation.

b. To conduct, manage, and control the affairs and business of the Corporation, and to make sure rules and regulations therefore not inconsistent with the law, with the articles of incorporation, or with Bylaws, as they may deem best.

c. To change the principal office for the transaction of the business of the Corporation, from time to time one or more subsidiary offices of the Corporation within or without the State of Rhode Island; to designate any Directors' or members' meeting; to adopt, make and use a corporate seal and to alter the form thereof from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

d. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages pledges, or other evidence of debt and securities therefor.

e. To elect a new Board of Directors and slate of officers at the annual meeting of the Corporation.

Section 5: Vacancies

Any vacancy or vacancies in the Board of Directors resulting from any cause other than expiration of the term of office shall be filled by the remaining directors then in office even though less than a quorum.

Section 6: Place of Meeting

Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board.

Section 7: Date and Time of regular meeting

Regular meetings of the Board of Directors shall be held without call at least once a month or more at a prescribed day and time.

Section 8: Special Meetings

Special meetings of the FRATERNIDAD FOLKLORICA BOLIVIANA INC. of Rhode Island may be called by the chairperson, or by a majority of the Board of Directors.

Section 9: Quorum

A quorum for conducting business at any regular or special meeting of the board of Directors shall be a third of the membership. Only Board members present at the meeting shall be allowed to vote the business before the meeting.

Section 10: Removal

A director may be removed from office for cause by vote of a two-thirds majority of all the Directors of the Corporation.

Section 11: Compensation

The Directors shall receive no compensation for their services as such.

ARTICLE IV ANNUAL MEETING

The annual meeting of the Corporation shall be held in April at a time and place designated by the Corporation must be notified of the time, place, and agenda for the Board of Directors.

All Directors of the Corporation must be notified of the time, place, and agenda for the annual meeting and the nominations for officers and directors at least two weeks prior to the date of the annual meeting.

ARTICLE V OFFICERS

Section 1: Officers

The officers of this Corporation shall be a Chairperson, Vice-chairperson, Secretary, and Treasurer, and such other officers as the Board of Directors may deem necessary. When the Duties do not conflict, one person other than the Chairperson, may hold more than one of these offices. Officers of the Corporation must also be Directors of the Corporation.

Section 2: Election and Term of Office

Officers shall be elected by the Board of Directors at each annual meeting of the Corporation and shall hold office until their respective successors are elected. Officer shall be nominated in the same manner as Directors as described in

Section 2 of Article III of there Bylaws.

Section 3: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filed by the Board of Directors.

Section 4: Removal

An officer may be removed from office for cause by the vote of a two-thirds majority of all the Directors of the Corporation.

Section 5: Chairperson

Subject to the control of the Board of Directors, the Chairperson shall have general supervision, direction, control of the business and affairs of the Corporation. She/he shall preside at all meetings of the members and directors and duties as may be prescribed from time to time by the Board of Directors.

Section 6: Vice-Chairperson

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and in so acting shall have all the powers of the Chairperson. The Vice-Chairperson can perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7: Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 8: Treasurer

The Treasurer shall receive and safely keep all funds of the Corporation and deposit the same in bank or banks as maybe designated by the Board of Directors. he Treasurer is responsible for accounting for the funds of the Corporation in a manner consistent with generally accepted accounting standards.

ARTICLE VI OPERATING COMMITTEE

The Chairperson or the Board of Directors may appoint operation committees from time to time to carry out the business

of the Corporation. Members of such committee need not be members of the board of Directors. The rights and duties of said committee shall be prescribed by the Chairperson or the Board as said committees are appointed.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin with January first.

ARTICLE VIII AUTHORIZED SIGNATURES

The Treasurer and Coordinator, Chairperson and Vice-Chairperson are authorized to sign all checks, drafts or orders for the payment of moneys, notes or other evidence of indebtedness issued in the name of the Corporation. However, two (2) signatures of the authorized officers must appear on all such instruments.

ARTICLE IX INDEMNIFICATION CLAUSES

The Fraternidad Folklorica Bolivian INC. of Rhode Island shall indemnify and hold harmless its staff for all claims arising out of actions they took as Directors or staff in the legitimate interest of the Corporation, provided however that such action were consistent with these Bylaws and were reasonable and prudent give the circumstances.

ARTICLE X CONDUCT OF BUSINESS

All business of the Corporation except amendment of these Bylaws or where otherwise indicated shall be decided by a simple majority of those Board members present at any authorized meeting of the Board of Directors, Providing a quorum is present and proper notice of the meeting has been give.

The Corporation shall follow Roberts' Rules of Order to facilitate the conduct of business meetings except where such rules shall be in conflict with provisions of these Bylaws or established written precedent as recorded in the Corporation.

ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of two-thirds majority of the members of the Board of Directors at any Directors' meeting, providing a quorum is present and notice of the meeting has been given. Included in said notice must be a written description and explanation for the Bylaw change.

ARTICLE XII
DISSOLUTION

The Corporation may be dissolved under the appropriate provision of local law and in accordance with the provision of paragraph four-D in the Articles of Incorporation.