



**State of Rhode Island  
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Ensemble Altera

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

ENSEMBLE ALTERA IS A NON-PROFIT CORPORATION (THE "CORPORATION")  
ORGANIZED  
AND WHICH SHALL BE OPERATED EXCLUSIVELY FOR EDUCATIONAL PURPOSES  
PURSUANT  
TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ANY APPLICABLE  
RULES  
OR REGULATIONS PROMULGATED THEREUNDER, AS NOW IN EXISTENCE AND AS  
MAY BE  
AMENDED. MORE SPECIFICALLY, ENSEMBLE ALTERA IS DEDICATED TO THE MISSION

OF BRINGING TO BOTH THE LOCAL AND GLOBAL COMMUNITY A GREATER  
AWARENESS OF  
AND ENGAGEMENT WITH CHORAL MUSIC AND GROUP SINGING IN ALL ITS FORMS.  
THIS  
WILL PRINCIPALLY TAKE THE SHAPE OF PRESENTING PHYSICAL AND VIRTUAL  
CONCERTS, RECORDING AUDIO AND VIDEO ALBUMS, PERFORMING EDUCATIONAL  
OUTREACH IN SETTINGS SUCH AS SCHOOLS, CONFERENCES, AND BROADCASTS,  
TOURING  
THROUGHOUT THE UNITED STATES AND FURTHER AFIELD, ALL IN SERVICE OF NOT  
ONLY RAISING THE STANDARDS OF EXECUTION AND UNDERSTANDING AMONG  
ARTISTS,  
BUT MORE GENERALLY ADVOCATING FOR GREATER EXPOSURE TO AND  
APPRECIATION FOR  
THE INDISPENSABLE AND ENNOBLING BEAUTY OF CHORAL SINGING.

IN ADDITION, THE SPECIFIC PURPOSES FOR WHICH THE CORPORATION IS  
ORGANIZED ARE:

1. ENGAGING IN ANY LAWFUL ACT AND ACTIVITY AND TO PROMOTE ANY LAWFUL

PURPOSE AS MAY BE PERMITTED UNDER THE RHODE ISLAND NONPROFIT CORPORATION

ACT, R.I. GEN. LAWS 7-6-1, ET SEQ., AS MAY BE AMENDED;

2. TO DO EACH AND EVERY ACTIVITY OR THING NECESSARY, SUITABLE, OR PROPER TO ACCOMPLISH ANY OF THE PURPOSES OR ATTAIN ANY ONE OR MORE OF THE OBJECTS HEREIN ENUMERATED;

3. TO RECEIVE AND MAINTAIN A FUND OR FUNDS OF REAL AND/OR PERSONAL PROPERTY AND APPLY THE WHOLE OR ANY PART OR PARTS OF THE INCOME AND/OR PRINCIPAL THEREOF EXCLUSIVELY FOR EDUCATIONAL PURPOSES AS MAY, FROM TIME TO TIME, BE DEEMED APPROPRIATE IN FURTHERANCE OF SUCH EXCLUSIVE PURPOSES;

4. TO DO ALL THINGS REASONABLY INCIDENT TO AND IN FURTHERANCE OF SUCH EXCLUSIVE EDUCATIONAL PURPOSES.

**ARTICLE IV**

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:

PROVISIONS FOR THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

1. THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS NOW IN EXISTENCE AND AS MAY BE AMENDED.

2. NO PART OF THE ASSETS OF THE CORPORATION AND NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY ANY AND ALL REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE III ABOVE.

3. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THROUGH THE PUBLICATION OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, EXCEPT TO THE EXTENT THAT MAY BE PERMITTED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

4. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THE CORPORATION, THE CORPORATION SHALL NOT

CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

5. THE AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. EACH MEMBER OF THE BOARD OF DIRECTORS SHALL HAVE ONE VOTE. THE DIRECTORS AND OFFICERS OF THE CORPORATION, TERMS OF OFFICE, METHOD OF SELECTION, RESPECTIVE DUTIES, AND ALL THINGS PERTAINING THERETO, SHALL BE DEFINED AND ESTABLISHED BY THE BY-LAWS OF THE CORPORATION, AS MAY BE FROM TIME TO TIME AMENDED.

6. AMENDMENTS TO THESE ARTICLES OF INCORPORATION SHALL BE MADE IN ACCORDANCE WITH R.I. GEN. LAWS § 7-6-39, AS AMENDED, WHICH ALLOWS FOR THE BOARD OF DIRECTORS TO ADOPT A RESOLUTION OR RESOLUTIONS TO AMEND THESE ARTICLES OF INCORPORATION.

7. EXCEPT AS OTHERWISE PROVIDED BY LAW, THE CORPORATION MAY AT ANY TIME DISSOLVE BY THE AFFIRMATIVE VOTE OF TWO-THIRDS OF THE BOARD OF DIRECTORS. UPON THE DISSOLUTION OF THE CORPORATION, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR SHALL BE DISTRIBUTED TO A FEDERAL, STATE, OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

8. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW, THE CORPORATION MAY, AT ANY TIME, BY AFFIRMATIVE VOTE OF TWO-THIRDS OF THE BOARD OF DIRECTORS 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 PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

9. TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND GENERAL LAWS, INCLUDING FUTURE AMENDMENTS TO THOSE LAWS, THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ANY AND ALL CLAIMS, LIABILITIES, AND EXPENSES (INCLUDING ATTORNEY'S FEES, JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT) ACTUALLY AND REASONABLY INCURRED AND ARISING FROM ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR

INVESTIGATIVE, TO WHICH ANY SUCH PERSON SHALL HAVE BECOME SUBJECT BY REASON OF HAVING HELD SUCH A POSITION OR HAVING ALLEGEDLY TAKEN OR OMITTED

TO TAKE ANY ACTION IN CONNECTION WITH ANY SUCH POSITION. HOWEVER, THE FOREGOING SHALL NOT APPLY TO:

- A. ANY BREACH OF SUCH PERSON'S DUTY OF LOYALTY TO THE CORPORATION;
- B. ANY ACT OR OMISSION BY SUCH PERSON NOT IN GOOD FAITH OR WHICH INVOLVES INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; OR
- C. ANY TRANSACTION FROM WHICH SUCH PERSON DERIVED ANY IMPROPER PERSONAL BENEFIT.

#### ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 56 PINE STREET

3RD FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is MICHAEL L. MINEAU, ESQ.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	CHRISTOPHER ANDREW LOWREY	19 PEPPERMINT LANE JOHNSTON, RI 02919 USA
DIRECTOR	MICHAEL TODD GARREPY	47 POST ROAD WARWICK, RI 02888 USA
DIRECTOR	DONNA MARIE LOWREY	19 PEPPERMINT LANE JOHNSTON, RI 02919 USA

#### ARTICLE VII

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	MICHAEL L. MINEAU ESQ.	56 PINE STREET, 3RD FLOOR PROVIDENCE, RI 02903 USA

#### ARTICLE VIII

Date when corporate existence is to begin 01/12/2021

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 12 Day of January, 2021 at 5:21:20 PM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein*

*are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

**Enter signature(s) below.**

MICHAEL L. MINEAU, ESQ.

Form No. 200  
Revised 09/07

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State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,  
hereby certify that this document, duly executed in accordance with the provisions  
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

January 12, 2021 05:19 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea  
*Secretary of State*

