



**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 Pay It Forward Project, Inc.

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

SAID CORPORATION IS ORGANIZED WITHOUT CAPITAL STOCK AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY, OR EDUCATIONAL PURPOSES, AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND THE REGULATIONS PROMULGATED THEREUNDER (THE "CODE")). SUCH PURPOSES SHALL BE FURTHERED BY ACTIVITIES, WHICH INCLUDE, BUT ARE NOT LIMITED TO: (A) FUNDRAISING FOR CHARITABLE PURPOSES; AND (B) TRANSACTING ANY OTHER LAWFUL ACTIVITY OR BUSINESS IN WHICH CORPORATIONS MAY BE ENGAGED UNDER THE RHODE ISLAND NON-PROFIT CORPORATION ACT AS IN EFFECT FROM TIME TO TIME.

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:

THIS CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE. NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS

DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS OR ANY ORGANIZATION ORGANIZED AND
OPERATED FOR A PROFIT, 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. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE
CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO
INFLUENCE LEGISLATION, 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 CANDIDATE 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 CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE
UNDER SECTION 170(C)(2) OF THE CODE. IN THE EVENT THAT THE CORPORATION IS A PRIVATE
FOUNDATION AS THAT TERM IS DEFINED IN SECTION 509 OF THE CODE, THEN NOTWITHSTANDING
ANY OTHER PROVISIONS OF THE ARTICLES OF INCORPORATION OR THE BY-LAWS OF THE
CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY: (I) THE CORPORATION SHALL
DISTRIBUTE THE INCOME OF EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT
TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF
THE CODE.
(II) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF DEALING AS DEFINED IN SECTION
4941(D) OF THE CODE; NOR RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION
4943(C) OF THE CODE, NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO INCUR TAX
LIABILITY UNDER SECTION 4944 OF THE CODE; NOR MAKE ANY TAXABLE EXPENDITURES AS
DEFINED IN SECTION 4945(D) OF THE CODE.
B. WITHOUT IN ANY WAY LIMITING THE FOREGOING, THE CORPORATION SHALL HAVE THOSE
POWERS GRANTED BY SECTION 7-6-5 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS
AMENDED (THE "RHODE ISLAND GENERAL LAWS").
C. THE CORPORATION SHALL NOT BE A MEMBERSHIP CORPORATION AND SHALL HAVE NO
AUTHORITY TO ISSUE CAPITAL STOCK.

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, ARE DEFINED AND ESTABLISHED BY THE BY-LAWS OF THE CORPORATION.

D. IN THE EVENT OF ANY LIQUIDATION OR DISSOLUTION OF THE CORPORATION, NO DIRECTOR OR OFFICER SHALL HE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND, UPON SUCH LIQUIDATION, THE BOARD OF DIRECTORS OF THE CORPORATION, AFTER THE PAYMENT OF ALL THE DEBTS AND OBLIGATIONS OF THE CORPORATION, SHALL DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION IN SUCH MANNER, AND TO SUCH ORGANIZATION(S) ORGANIZED AND OPERATED FOR THE EXEMPT PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION(S) UNDER SECTION 501(C)(3) OF THE CODE, OR TO THE UNITED STATES OF AMERICA, ANY STATE THEREOF OR ANY POLITICAL SUBDIVISION OF ANY STATE FOR EXCLUSIVELY PUBLIC PURPOSES, AS THE BOARD OF DIRECTORS SHALL DETERMINE.

E. THE CORPORATION SHALL HAVE THE POWER TO INDEMNIFY, TO PAY EXPENSES TO, AND TO PURCHASE AND MAINTAIN INSURANCE FOR ITS DIRECTORS, OFFICERS, AND OTHER PERSONS TO THE FULL EXTENT PERMITTED BY THE LAW OF THE STATE OF RHODE ISLAND, BUT ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS A CORPORATION EXEMPT UNDER SECTION 501(C)(3) OF THE CODE SHALL NOT BE AFFECTED THEREBY. A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN 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: 931 JEFFERSON BOULEVARD

City or Town: SUITE 2004
WARWICK

State: RI

Zip: 02886

The name of its initial registered agent at such address is EVERETT A. PETRONIO, JR., 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:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	ANDREW HEDGES	72 INGRAM STREET EAST PROVIDENCE, RI 02914 USA
DIRECTOR	JONATHAN PIMENTEL	118 WATERMAN AVENUE EAST PROVIDENCE, RI 02914 USA
DIRECTOR	JAMES AGUIAR	411 DOVER ROAD RIVERSIDE, RI 02915 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	EVERETT PETRONIO JR.	931 JEFFERSON BOULEVARD - SUITE 2004 WARWICK, RI 02886 USA

ARTICLE VIII

Date when corporate existence is to begin

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

Signed this 26 Day of January, 2021 at 2:16:02 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.

/S/ EVERETT A. PETRONIO, JR., ESQ.

Form No. 200
Revised 09/07



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 26, 2021 02:14 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

