



**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 Vital Kids

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE (THE "CODE"). IN ACCORDANCE THEREWITH, THE CORPORATION SHALL DEVELOP MATERIALS TO EDUCATE CHILDREN AND ADULTS ABOUT LIFE CHOICES AND SHALL PERFORM SUCH OTHER ACTIVITIES AS PERMISSIBLE UNDER THE CODE AND THE RHODE ISLAND NONPROFIT ACT.

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:

(A) THE CORPORATION SHALL BE NON-PROFIT, SHALL NOT HAVE OR ISSUE SHARES OF CAPITAL STOCK, AND SHALL NOT DECLARE OR PAY DIVIDENDS. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS 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 ABOVE. 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 PERMITTED BY SECTION 501(H) OF THE CODE, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING

THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DESCRIBED BY SECTION 170(C)(2) OF THE CODE AND DEDUCTIBLE UNDER SECTIONS 170(A) AND 170(B)(1)(A) OF THE CODE.

(B) IN THE EVENT OF THE LIQUIDATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, DIRECTOR OR OFFICER SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL ITS DEBTS AND OBLIGATIONS, SHALL BE DISTRIBUTED TO A NON-PROFIT CORPORATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION IN THE STATE OF RHODE ISLAND, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SUCH COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(C) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTIES AS A DIRECTOR; PROVIDED THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (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: CAMERON & MITTLEMAN LLP
301 PROMENADE STREET

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is CYNTHIA J. WARREN, 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	JONATHAN CRIST, D.O.	4 MONKEY WRENCH LANE BRISTOL, RI 02809 USA
DIRECTOR	PATIENCE BINGHAM, D.C.	2533 S.E. 38TH STREET PORTLAND, OR 97202 USA
DIRECTOR	JONATHAN MANN	15874 UNION CHAPEL ROAD WOODBINE, MD 21797 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	EILEEN K. TOBIN, CORP PARA	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 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 24 Day of February, 2021 at 1:40:08 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.

EILEEN K. TOBIN, CORPORATE PARALEGAL

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:

February 24, 2021 01:38 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

