



**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 BeNyceTo

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR PURPOSES INCLUDING CHARITABLE, EDUCATIONAL, LITERARY, RELIGIOUS AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS DESCRIBED UNDER SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE CODE.

THE CORPORATION'S MISSION IS TO INSPIRE HUMANITY AROUND THE WORLD BY CREATING STORIES THROUGH VISUAL ARTS THAT PROMOTE KINDNESS AND REVEAL THE BEAUTY OF HUMANKIND.

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:

BENYCETO
A RHODE ISLAND NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

ADOPTED
FEBRUARY 10, 2021

ARTICLE I
NAME

1.01 NAME

THE NAME OF THIS CORPORATION SHALL BE BENYCETO. THE BUSINESS OF THE CORPORATION MAY BE CONDUCTED AS BENYCETO OR BENYCE OR BNT.

ARTICLE II

DURATION

2.01 DURATION

THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III

PURPOSE

3.01 PURPOSE

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR PURPOSES INCLUDING CHARITABLE, EDUCATIONAL, LITERARY, RELIGIOUS AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS DESCRIBED UNDER SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE CODE.

3.02 WORK

THE CORPORATION'S MISSION IS TO INSPIRE HUMANITY AROUND THE WORLD BY CREATING STORIES THROUGH VISUAL ARTS THAT PROMOTE KINDNESS AND REVEAL THE BEAUTY OF HUMANKIND.

THE CORPORATION WILL UNITE STORIES FROM AROUND THE WORLD TO PROMOTE PEACE, EQUITY, CULTURAL UNDERSTANDING AND KINDNESS THROUGH THE LENS OF

HUMANITARIAN EFFORTS BY CREATING A DIGITAL PLATFORM WHERE VISUAL ARTISTS

CAN DOCUMENT THEIR STORIES OF HUMANKIND.

IN FURTHERANCE OF SUCH PURPOSES, THE CORPORATION MAY:

A. COLLABORATE WITH EXTERNAL PARTIES IN THE VISUAL ARTS COMMUNITY TO INFLUENCE LONG-TERM SOLUTIONS TO HUMAN ATROCITIES AND BUILDING STRONGER COMMUNITIES;

B. RAISE FUNDS TO SUPPORT HUMANITARIAN EFFORTS AND VISUAL ARTIST SEEKING FUNDING FOR HUMANITARIAN PROJECTS;

C. SUPPORT UP AND COMING VISUAL ARTISTS WHO WANT TO SHARE CONTENT TO GET THEIR VOICE HEARD ON HUMANITARIAN EFFORTS;

D. EXPEND ITS FUNDS DIRECTLY TO ACCOMPLISH ONE OR MORE PURPOSES DESCRIBED IN SECTIONS 170(C)(L) AND 170(C)(2)(B) OF THE TAX CODE;

E. MAKE DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 50L(C)(3) OF THE CODE; AND

F. ENGAGE IN ANY AND ALL LAWFUL ACTIVITIES NECESSARY FOR, OR INCIDENTAL TO, THE FOREGOING PURPOSES.

3.02 NON-PROFIT

BENYCETO IS DESIGNATED AS A NON-PROFIT CORPORATION.

ARTICLE IV
NON-PROFIT NATURE

4.01 NON-PROFIT NATURE

BENYCETO IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES 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. NO PART OF THE NET EARNINGS OF BENYCETO SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 THE PURPOSE CLAUSE HEREOF.

NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY ANY ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

BENYCETO IS NOT ORGANIZED AND SHALL NOT BE OPERATED FOR THE PRIVATE GAIN OF ANY PERSON. THE PROPERTY OF THE CORPORATION IS IRREVOCABLY DEDICATED TO ITS EDUCATIONAL AND CHARITABLE PURPOSES. NO PART OF THE ASSETS, RECEIPTS, OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ANY INDIVIDUAL. THE CORPORATION MAY, HOWEVER, PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND MAKE OTHER PAYMENTS AND DISTRIBUTIONS CONSISTENT WITH THESE ARTICLES.

4.02 PERSONAL LIABILITY

NO OFFICER OR DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY LIABLE FOR THE DEBTS OR OBLIGATIONS OF BENYCETO OF ANY NATURE WHATSOEVER, NOR SHALL ANY OF THE PROPERTY OR ASSETS OF THE OFFICERS OR DIRECTORS BE SUBJECT TO THE PAYMENT OF THE DEBTS OR OBLIGATIONS OF THIS CORPORATION.

4.03 DISSOLUTION

UPON TERMINATION OR DISSOLUTION OF BENYCETO, ANY ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR MORE QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 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 PUBLIC PURPOSE. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION IN THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSE OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSE.

BENYCETO MAY BE DISSOLVED ONLY WITH AUTHORIZATION BY ITS BOARD OF DIRECTORS GIVEN AT A SPECIAL MEETING CALLED FOR THAT PURPOSE AND WITH SUBSEQUENT APPROVAL BY A THREE-QUARTERS (3/4) VOTE OF THE VOTING BOARD MEMBERS.

UPON DISSOLUTION OF BENYCETO, THE CORPORATION SHALL ADHERE TO A PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS BY THE BOARD THAT IS CONSISTENT WITH THE CERTIFICATE OF INCORPORATION AND WITH RHODE ISLAND GENERAL LAW § 7-6-50. AS PART OF SAID PLAN, ALL REMAINING ASSETS OF BENYCETO, AFTER PAYMENT IN FULL OF ALL ITS DEBTS, OBLIGATIONS, AND NECESSARY FINAL EXPENSES, OR AFTER THE MAKING OF ADEQUATE PROVISION THEREFORE, SHALL BE DISTRIBUTED TO SUCH TAX-EXEMPT ORGANIZATIONS WITH MISSION AND PURPOSE SIMILAR TO THOSE OF BENYCETO.

4.04 PROHIBITED DISTRIBUTIONS

NO PART OF THE NET EARNINGS OR PROPERTIES OF THIS CORPORATION, ON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSON OR INDIVIDUAL, 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 III, SECTION 3.01.

4.05 RESTRICTED ACTIVITIES

NO SUBSTANTIAL PART OF THE CORPORATION'S ACTIVITIES SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND

THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

4.06 PROHIBITED ACTIVITIES

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX AS AN ORGANIZATION DESCRIBED BY SECTION 50L(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE V BOARD OF DIRECTORS

5.01 GOVERNANCE

BENYCETO SHALL BE GOVERNED BY ITS BOARD OF DIRECTORS.

1. NOEL SUBERVI, 413 CENTRAL AVENUE, #8-142, PAWTUCKET, RI 02861
2. NINA PANDE, 8B EAGLE RUN, EAST GREENWICH, RI 02818
3. MATEO TORO, 916 SUMMIT CHASE DRIVE, READING, PA 19611

BENYCETO SHALL HAVE NO MEMBER. THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION SHALL BE VESTED IN THE BOARD OF DIRECTORS, AS DEFINED IN THE CORPORATION'S BYLAWS.

BENYCETO
C/O NOEL SUBERVI
413 CENTRAL AVENUE, #8-142
PAWTUCKET, RI 02861

WE, THE UNDERSIGNED, DO HEREBY CERTIFY THAT THE ABOVE ARTICLES OF INCORPORATION OF BENYCETO WERE APPROVED BY THE BOARD OF DIRECTORS ON

02/10/2021 AND CONSTITUTE A COMPLETE COPY OF ARTICLES OF INCORPORATION

OF BENYCETO AND BYLAWS AS ITS GOVERNING DOCUMENTS.

I, NOEL E. SUBERVI, AGREE TO THE REGISTERED AGENT FOR BENYCETO AS APPOINTED HEREIN.

NOEL E. SUBERVI, PRESIDENT & CEO
REGISTERED AGENT

DATE: 02/10/2021

ARTICLE V

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

No. and Street: 413 CENTRAL AVENUE
8-142

City or Town: PAWTUCKET

State: RI

Zip: 02861

The name of its initial registered agent at such address is NOEL ERNESTO SUBERVI

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	NOEL ERNESTO SUBERVI	413 CENTRAL AVENUE PAWTUCKET, RI 02861 USA
DIRECTOR	NINA PANDE	8B EAGLE RUN EAST GREENWICH, RI 02818 USA
DIRECTOR	MATEO TORO	916 SUMMIT CHASE DRIVE READING, PA 19611 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	NOEL ERNESTO SUBERVI	413 CENTRAL AVENUE PAWTUCKET, RI 02861 USA

ARTICLE VIII

Date when corporate existence is to begin 03/03/2021

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

Signed this 3 Day of March, 2021 at 11:28:48 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.

NOEL E. SUBERVI

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:

March 03, 2021 11:27 PM

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

Nellie M. Gorbea

Secretary of State

