



**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 Providence Bicycle Collective

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

OUR MISSION IS TO CONNECT PEOPLE WITH FREE AND LOW-COST BICYCLES AND THE TOOLS AND KNOWLEDGE FOR THEIR REPAIR. COLLECTIVELY AND DEMOCRATICALLY RUN, AND WITH CORE COMMITMENTS TO RACIAL, ECONOMIC, AND ENVIRONMENTAL JUSTICE, WE AIM TO BE THE GO-TO COMMUNITY BICYCLE WORKSHOP IN PROVIDENCE, RHODE ISLAND.

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:

SECTION 1 — NONPROFIT NATURE

PROVIDENCE BICYCLE COLLECTIVE 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 PROVIDENCE BICYCLE COLLECTIVE 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. PROVIDENCE BICYCLE COLLECTIVE 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 CHARITABLE AND EDUCATIONAL

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.

SECTION 2 — PERSONAL LIABILITY

NO OFFICER, DIRECTOR, OR MEMBER OF THIS CORPORATION SHALL BE PERSONALLY

LIABLE FOR THE DEBTS OR OBLIGATIONS OF PROVIDENCE BICYCLE COLLECTIVE OF ANY NATURE WHATSOEVER, NOR SHALL ANY OF THE PROPERTY OR ASSETS OF THE OFFICERS, DIRECTORS, OR MEMBERS BE SUBJECT TO THE PAYMENT OF THE DEBTS OR OBLIGATIONS OF THIS CORPORATION.

SECTION 3 — DISSOLUTION

THE CORPORATION MAY ONLY BE DISSOLVED BY A UNANIMOUS VOTE OF THE MEMBERSHIP. UPON TERMINATION OR DISSOLUTION OF PROVIDENCE BICYCLE COLLECTIVE, ANY ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR MORE QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR DESCRIBED IN ANY CORRESPONDING PROVISION OF ANY SUCCESSOR STATUTE) WHICH ORGANIZATION OR ORGANIZATIONS HAVE A CHARITABLE PURPOSE WHICH, AT LEAST

GENERALLY, INCLUDES A PURPOSE SIMILAR TO THE TERMINATING OR DISSOLVING CORPORATION.

THE ORGANIZATION TO RECEIVE THE ASSETS OF PROVIDENCE BICYCLE COLLECTIVE

HEREUNDER SHALL BE SELECTED BY THE DISCRETION OF A MAJORITY OF THE MANAGING BODY OF PROVIDENCE BICYCLE COLLECTIVE AND IF ITS MEMBERS CANNOT SO AGREE, THEN THE RECIPIENT ORGANIZATION SHALL BE SELECTED PURSUANT TO A VERIFIED PETITION IN EQUITY FILED IN A COURT OF PROPER JURISDICTION AGAINST PROVIDENCE BICYCLE COLLECTIVE BY ONE (1) OR MORE OF ITS MANAGING BODY WHICH VERIFIED PETITION SHALL CONTAIN SUCH STATEMENTS AS REASONABLY INDICATE THE APPLICABILITY OF THIS SECTION. THE COURT UPON A FINDING THAT THIS SECTION IS APPLICABLE SHALL SELECT THE QUALIFYING ORGANIZATION OR ORGANIZATIONS TO RECEIVE THE ASSETS TO BE DISTRIBUTED, GIVING PREFERENCE IF PRACTICABLE TO ORGANIZATIONS LOCATED WITHIN THE STATE OF RHODE ISLAND.

SECTION 4 — 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 OF THE CORPORATION.

SECTION 5 — 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.

SECTION 6 — 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 501(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

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

No. and Street: 156 WOOD STREET
City or Town: PROVIDENCE State: RI Zip: 02909

The name of its initial registered agent at such address is SHELBY MACK

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	SHELBY MACK	97 CLYDE ST PAWTUCKET, RI 02860 USA
DIRECTOR	JOHN ROSENWINKEL	156 WOOD STREET PROVIDENCE, RI 02909 USA
DIRECTOR	DENISE RAMIREZ	156 WOOD STREET PROVIDENCE, RI 02909 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	SHELBY MACK	97 CLYDE ST

ARTICLE VIII

Date when corporate existence is to begin 04/06/2021
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 5 Day of April, 2021 at 11:42:20 AM 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.
SHELBY MACK

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:

April 05, 2021 11:40 AM

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

Nellie M. Gorbea
Secretary of State

