



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 Haus of Codec

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE PURPOSE OF HAUS OF CODEC; BUILDING COMMUNITY THROUGH ART AND EDUCATIONAL EMPOWERMENT. BASED IN THE CREATIVE CAPITAL USING MATERIALS FROM AROUND THE NEIGHBORHOOD, THE ORGANIZATION'S MISSION IS TO END TRANSITION AGED HOMELESSNESS IN PROVIDENCE. PERIOD.

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:

BYLAWS
HAUS OF CODEC

ARTICLE I NAME

THE NAME OF THIS CORPORATION SHALL BE HAUS OF CODEC

ARTICLE II STATEMENT OF PURPOSE

THE PURPOSE OF HAUS OF CODEC; BUILDING COMMUNITY THROUGH ART AND EDUCATIONAL EMPOWERMENT. BASED IN THE CREATIVE CAPITAL USING MATERIALS FROM AROUND THE NEIGHBORHOOD, THE ORGANIZATION'S MISSION IS TO END TRANSITION AGED HOMELESSNESS IN PROVIDENCE. PERIOD. HAUS OF CODEC IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL PURPOSES WITHIN THE MEANING

OF THE INTERNAL
REVENUE CODE SECTION 501(C)(3), AS NOW ENACTED OR HEREAFTER AMENDED
("INTERNAL
REVENUE CODE
SECTION 501(C)(3)") AND THE RHODE ISLAND NON-PROFIT CORPORATIONS ACT,
PRESENTLY
CODIFIED IN THE RHODE
ISLAND GENERAL LAWS AT CHAPTER 6 OF TITLE 7 ("THE ACT").
ARTICLE III MEMBERSHIP AND NON-DISCRIMINATION
SECTION 1. MEMBERS. PAID EMPLOYEES WHO ARE ACTIVELY INVOLVED IN THE
WORK OF HAUS OF
CODC PERTAINING
TO FULFILLING ITS PURPOSE SHALL BE REFERRED TO AS "MEMBERS". "VOTING
MEMBERSHIP"
SHALL BE DEFINED AS:
PAID EMPLOYEES WHO ARE INVOLVED IN THE WORK OF HAUS OF CODC
PERTAINING TO FULFILLING
ITS PURPOSE.

SECTION 2. NON-DISCRIMINATION. THERE SHALL BE NO DUES FOR AN INDIVIDUAL
TO PARTICIPATE
IN HAUS OF CODEC.
NO PERSON SHALL BE DENIED PARTICIPATION OR DISCRIMINATED AGAINST IN
HAUS OF CODEC ON
THE BASIS OF AGE,
SEX, SEXUAL ORIENTATION, GENDER IDENTITY, RACE, CREED, RELIGION, NATIONAL
ORIGIN,
PHYSICAL DISABILITIES, HIV
STATUS, POLITICAL AFFILIATION, OR STATE OF RESIDENCY.

ARTICLE IV ORGANIZATIONAL STRUCTURE

SECTION 1. BOARD OF DIRECTORS. A BOARD OF DIRECTORS, HEREINAFTER
REFERRED TO AS THE
BOARD, SHALL BE
RESPONSIBLE FOR THE GENERAL DIRECTION OF THE AFFAIRS OF HAUS OF CODEC
AND SHALL
HAVE THE POWERS
NECESSARY FOR EXECUTING SUCH DIRECTION AND PROMOTING THE INTERESTS OF
HAUS OF
CODEC. THE BOARD SHALL
BE COMPOSED OF AT LEAST: A PRESIDENT, VICE PRESIDENT, TREASURER,
SECRETARY, AND A
MINIMUM OF THREE (4)
DIRECTORS.

SECTION 2. THE PRESIDENT OF THE BOARD (ALSO DESIGNATED CORPORATION
CHAIR) SHALL BE
RESPONSIBLE FOR THE
GENERAL MANAGEMENT OF HAUS OF CODEC. HAUS OF CODEC MAY ENGAGE AN
EXECUTIVE TO
OVERSEE DAY-TO-
DAY OPERATIONS AT WHICH TIME THE PRESIDENT SHALL RELINQUISH GENERAL
MANAGEMENT
RESPONSIBILITIES. THE
VICE PRESIDENT, SECRETARY, AND TREASURER OF THE BOARD SHALL BE THE VICE
PRESIDENT,

SECRETARY, AND

TREASURER OF HAUS OF CODEC.

ARTICLE V DUTIES OF THE BOARD, BOARD OFFICERS

SECTION 1. DUTIES OF THE BOARD. THE BOARD SHALL BE EMPOWERED TO: ENACT
POLICIES AND

PROCEDURES; SET

GOALS AND PROGRAM PLANS; ADOPT AND AMEND AN ANNUAL BUDGET;

AUTHORIZE THE

TREASURER TO MAKE

DISBURSEMENT(S); APPROVE CONTRACTS, AUTHORIZE BOARD MEMBERS TO ACT IN
THE NAME OF

HAUS OF CODEC,

FORM OPERATING COMMITTEE(S), AND SUB-COMMITTEE(S); RECRUIT VOLUNTEERS
AND MEMBERS

INTO HAUS OF

CODEC; AND PERFORM OTHER TASKS AS REQUIRED TO FULFILL THE PURPOSE OF
HAUS OF CODEC.

SECTION 2. DUTIES OF OFFICERS.

THE PRESIDENT SHALL:

A. PRESIDE AT ALL MEETINGS OF THE EXECUTIVE COMMITTEE, BOARD OF
DIRECTORS, AND THE

MEMBERSHIP;

B. PROVIDE VISION AND DIRECTION TO THE ORGANIZATION;

C. OVERSEE IMPLEMENTATION OF RESOLUTIONS, PLANS OF ACTION AND OTHER
CORPORATION

BUSINESS AND

ACTIVITIES;

E. SERVE AS ONE (1) OF THE FOUR (4) SIGNATORIES TO HAUS OF CODEC'S
ACCOUNTS AND OTHER

FINANCIAL

DOCUMENTS;

F. EXERCISE AND PERFORM SUCH OTHER DUTIES AND RESPONSIBILITIES AS MAY,
FROM TIME TO

TIME, BE ASSIGNED

BY THE BOARD, THESE BYLAWS, AND THE OTHER GOVERNING DOCUMENTS OF
HAUS OF CODEC;

G. A NOMINEE FOR THE POSITION OF PRESIDENT MUST HAVE SERVED ON THE
BOARD TWO

THE VICE PRESIDENT OF OPERATIONS SHALL:

A. PERFORM THE DUTIES OF THE PRESIDENT IN THEIR ABSENCE;

B. ASSIST THE PRESIDENT IN THE IMPLEMENTATION OF RESOLUTIONS, PLANS OF
ACTION AND

OTHER CORPORATION

BUSINESS AND ACTIVITIES;

C. ATTEND THE REGIONAL CONFERENCE;

D. CHAIR THE NOMINATING COMMITTEE(S) AND THE DEVELOPMENT COMMITTEE; E.
SERVE ON AT

LEAST ONE (1)

OTHER COMMITTEE(S) OR SUB-COMMITTEE(S);

F. EXERCISE AND PERFORM SUCH OTHER DUTIES AND RESPONSIBILITIES AS MAY,
FROM TIME TO

TIME, BE ASSIGNED

BY THE BOARD, THESE BYLAWS, AND THE OTHER GOVERNING DOCUMENTS OF
HAUS OF CODEC;

G. SERVE AS ONE (1) OF THE FOUR (4) SIGNATORIES TO HAUS OF CODEC'S ACCOUNTS AND OTHER FINANCIAL DOCUMENTS PERTAINING TO AN AMOUNT OVER ONE THOUSAND DOLLARS (\$1,000.00).

THE VICE PRESIDENT OF COMMUNITY OUTREACH

A. SERVE AS CHAIR OF COMMUNITY OUTREACH COMMITTEE

B. OVERSEE ANY COMMUNITY OUTREACH SUB-COMMITTEE(S)

C. PROVIDE MONTHLY UPDATES TO THE BOARD OF DIRECTORS

D. EXERCISE AND PERFORM SUCH OTHER DUTIES AND RESPONSIBILITIES AS MAY, FROM TIME TO TIME, BE ASSIGNED BY THE BOARD, THESE BYLAWS, AND THE OTHER GOVERNING DOCUMENTS OF HAUS OF CODEC;

E. SERVE ON AT LEAST TWO (2) OTHER COMMITTEE(S) OR SUB-COMMITTEE(S)

THE SECRETARY SHALL:

A. RECORD AND RETAIN MINUTES OF ALL MEETINGS OF THE BOARD AND EXECUTIVE COMMITTEE;

B. MAINTAIN AND DISTRIBUTE A CURRENT ROSTER OF ALL MEMBERS AND ACTIVE OPERATING COMMITTEES; C. MAINTAIN AND ARCHIVE THE RECORDS OF HAUS OF CODEC;

D. PREPARE AND SUBMIT ALL REPORTS AS MAY BE REQUIRED BY LAW, THE BOARD, THE EXECUTIVE COMMITTEE OR OTHER GOVERNING DOCUMENTS OF HAUS OF CODEC;

E. SERVE ON AT LEAST ONE (1) COMMITTEE OR SUB-COMMITTEE OF THE BOARD;

F. ATTEND THE REGIONAL CONFERENCE;

G. EXERCISE AND PERFORM SUCH OTHER DUTIES AND RESPONSIBILITIES AS MAY, FROM TIME TO TIME, BE ASSIGNED BY THE BOARD, THESE BYLAWS, AND THE OTHER GOVERNING DOCUMENTS OF HAUS OF CODEC;

H. SERVE AS ONE (1) OF THE FOUR (4) SIGNATORIES TO HAUS OF CODEC'S ACCOUNTS AND OTHER FINANCIAL DOCUMENTS.

THE TREASURER SHALL:

A. RECEIVE AND SAFEGUARD ALL FUNDS AND NEGOTIABLE INSTRUMENTS OF HAUS OF CODEC'S AND DEPOSIT THEM IN HAUS OF CODEC'S ACCOUNTS;

B. SERVE AS THE PRIMARY SIGNATORY ON HAUS OF CODEC'S ACCOUNTS AND OTHER FINANCIAL DOCUMENTS, AS NEEDED;

C. SUPERVISE AND MAINTAIN HAUS OF CODEC'S FINANCIAL RECORDS, INCLUDING THE PROVISION OF COPIES OF ALL MONTHLY FINANCIAL REPORTS TO THE SECRETARY FOR ARCHIVING;

D. PREPARE AND SUBMIT ALL FINANCIAL REPORTS AS REQUIRED BY LAW, THE BOARD, THE EXECUTIVE COMMITTEE OR

OTHER GOVERNING DOCUMENTS OF THE ORGANIZATION; PREPARE MONTHLY FINANCIAL

STATEMENTS FOR BOARD

MEETINGS, OVERSEE PREPARATION OF ANNUAL REPORT AND ENSURE TIMELY SUBMISSION OF ALL

GRANTS AND TAX

REPORTS TO THE IRS AND GOVERNMENT AGENCIES AS REQUIRED;

E. ESTABLISH AND MAINTAIN A DATABASE OF HAUS OF CODEC'S DONORS AND SPONSORS; F. SEND

CONFIRMATIONS

AND RECEIPTS FOR DONATIONS AND VENDOR PAYMENTS;

G. ATTEND THE REGIONAL CONFERENCE;

EXERCISE AND PERFORM SUCH OTHER DUTIES AND RESPONSIBILITIES AS MAY, FROM TIME TO

TIME, BE ASSIGNED BY

THE BOARD, THESE BYLAWS, AND THE OTHER GOVERNING DOCUMENTS OF HAUS OF CODEC.

SECTION 3. DELEGATION: ANY DUTIES OF INDIVIDUAL OFFICERS EXCEPT WHEN RESTRICTED BY

LAW OR THESE BYLAWS

MAY BE DELEGATED TO ANOTHER INDIVIDUAL OR AGENCY AT THE DISCRETION OF THE BOARD.

SECTION 4. CONTINUITY OF OPERATIONS:

A. THE PRESIDENT: SHOULD THE PRESIDENT OF THE BOARD BECOME INCAPACITATED, OR

REMOVED FROM OFFICE

UNDER ARTICLE VII OF THESE BYLAWS, THE VICE PRESIDENT OF OPERATIONS ASSUMES THE ROLE

OF ACTING

PRESIDENT UNTIL A SPECIAL MEETING OF THE MEMBERS CAN BE CONVENED TO ELECT A NEW

PRESIDENT OR THE

EXECUTIVE COMMITTEE DECLARES THE PRESIDENT IS NO LONGER INCAPACITATED;

B. THE VICE PRESIDENT: SHOULD THE VICE PRESIDENT OF OPERATIONS BECOME INCAPACITATED

OR REMOVED FROM

OFFICE UNDER ARTICLE VII OF THESE BYLAWS, THE VICE PRESIDENT OF COMMUNITY OUTREACH

ASSUMES THE ROLE

OF ACTING VICE PRESIDENT UNTIL A SPECIAL MEETING OF THE MEMBERS CAN BE CONVENED TO

ELECT A NEW VICE

PRESIDENT OF OPERATIONS OR UNTIL THE EXECUTIVE COMMITTEE DECLARES THE VICE

PRESIDENT IS NO LONGER

INCAPACITATED;

C. SHOULD BOTH THE PRESIDENT AND VICE PRESIDENT OF OPERATIONS BECOME INCAPACITATED

OR REMOVED FROM

OFFICE UNDER ARTICLE VII OF THESE BYLAWS AT THE SAME TIME, THE VICE PRESIDENT OF

COMMUNITY OUTREACH

WILL ASSUME THE ROLE OF ACTING PRESIDENT AND THE VICE PRESIDENT OF THE FESTIVAL WILL

ASSUME THE ROLE OF
ACTING VICE PRESIDENT OF OPERATIONS UNTIL SUCH TIME AS A SPECIAL MEETING
OF THE
MEMBERS CAN CONVENED

TO ELECT A NEW PRESIDENT AND VICE PRESIDENT:

D. SHOULD THE PRESIDENT AND ALL VICE PRESIDENTS BECOME INCAPACITATED OR
REMOVED

FROM OFFICE UNDER

ARTICLE VII OF THESE BYLAWS, THE SECRETARY WILL ASSUME THE ROLE OF
ACTING PRESIDENT

UNTIL SUCH TIME AS A

SPECIAL MEETING OF THE MEMBERS CAN CONVENED TO ELECT A NEW PRESIDENT
AND VICE

PRESIDENTS:

E. IN THE UNLIKELY EVENT OF THE THE ENTIRE EXECUTIVE COMMITTEE BECOMING
INCAPACITATED

OR REMOVED FROM

OFFICE UNDER ARTICLE VII OF THESE BYLAWS, THE SENIOR MOST MEMBER OF THE
BOARD,

DETERMINED BY LENGTH OF

SERVICE, WILL ASSUME THE ROLE OF ACTING PRESIDENT, THE SECOND MOST
SENIOR BOARD

MEMBER WILL ASSUME

THE ROLE OF ACTING VICE PRESIDENT, THE THIRD MOST SENIOR BOARD MEMBER
WILL ASSUME

THE ROLE OF ACTING

SECRETARY, THE FOURTH MOST SENIOR MEMBER OF THE BOARD WILL ASSUME THE
ROLE OF

ACTING TREASURER, UNTIL

SUCH TIME AS A SPECIAL MEETING OF THE MEMBERS CAN BE CONVENED TO ELECT
A NEW

EXECUTIVE COMMITTEE

OR THE ACTING EXECUTIVE COMMITTEE DETERMINES THE OFFICERS ARE NO
LONGER

INCAPACITATED.

F. IF AT ANY TIME THE TREASURER HAS TO ASSUME THE ROLE OF ACTING
PRESIDENT OR VICE

PRESIDENT, AN ACTING

TREASURER MUST BE APPOINTED BY THE BOARD OF DIRECTORS DURING AN
EMERGENCY

MEETING.

ARTICLE VI MEETINGS – ANNUAL, SPECIAL, BOARD, GENERAL, AND OPERATING
COMMITTEE(S)

SECTION 1. ANNUAL MEETING. AN ANNUAL MEETING SHALL BE HELD FOR THE
PURPOSE OF

ELECTING THE BOARD AND

ADDRESSING OTHER MATTERS AS MAY BE PERTINENT TO THE OPERATION OF HAUS
OF CODEC.

NOTICE OF THE ANNUAL

MEETING SHALL BE ISSUED TO MEMBERS BY ELECTRONIC AND/OR STANDARD MAIL.
AN ADVISORY

NOTICE SHALL BE

PROVIDED TO THE PUBLIC IN AT LEAST ONE PRINT OR ELECTRONIC
NEWSPAPER/NEWS SERVICE OR

SOCIAL MEDIA OR
DIRECT EMAIL, AT LEAST TWO (2) WEEKS BEFORE THE MEETING STATING THE
PURPOSE OF THE
MEETING. EACH VOTING
MEMBER SHALL HAVE ONE VOTE AT THE ANNUAL MEETING. PROXY VOTES SHALL
NOT BE
ALLOWED.

SECTION 2. SPECIAL MEETING. THE BOARD MAY CALL A SPECIAL MEETING FOR THE
PURPOSE OF
ADDRESSING

MATTERS OF OPERATION THAT REQUIRE A VOTE OF THE VOTING MEMBERS. NOTICE
OF THE

ANNUAL MEETING SHALL BE
ISSUED TO MEMBERS BY ELECTRONIC AND/OR STANDARD MAIL. AN ADVISORY
NOTICE SHALL BE
PROVIDED TO THE
PUBLIC IN AT LEAST ONE PRINT OR ELECTRONIC NEWSPAPER/NEWS SERVICE OR
SOCIAL MEDIA OR
DIRECT EMAIL STATING

THE PURPOSE OF THE MEETING. EACH VOTING MEMBER SHALL HAVE ONE VOTE AT
THE SPECIAL
MEETINGS. PROXY
VOTES SHALL NOT BE ALLOWED.

SECTION 3. BOARD OF DIRECTORS MEETING.

A. THE BOARD SHALL MEET AS NECESSARY, BUT NOT LESS THAN SIX (6) TIMES A
YEAR; IN PERSON
OR VIRTUAL.

B. BOARD MEETINGS SHALL BE OPEN TO MEMBERS;

C. A QUORUM CONSISTING OF AT LEAST TWO-THIRDS OF THE MEMBERS OF BOARD
OF DIRECTORS

MUST BE PRESENT IN
ORDER TO CONDUCT THE BUSINESS OF HAUS OF CODEC;

D. THE PRESIDENT OR THREE MEMBERS OF THE BOARD MAY CALL A MEETING OF
THE BOARD;

E. AN AGENDA SHALL BE PREPARED FOR EACH MEETING BY THE SECRETARY;

F. THE DATE AND TIME OF MEETINGS SHALL BE PUBLIC INFORMATION AND SHALL
BE ANNOUNCED

AT LEAST FIVE (5)
DAYS PRIOR TO EACH MEETING.

A. EXCEPTIONS INCLUDE:

I. EMERGENCY MEETING(S) TO ADDRESS AN ISSUE FOR WHICH A RAPID RESPONSE IS
REQUIRED.

II. CLOSED DOOR EXECUTIVE COMMITTEE MEETING(S) WHICH REQUIRE
ATTENDANCE OF ALL
EXECUTIVE COMMITTEE
MEMBERS.

III. A CLOSED DOOR BOARD OF DIRECTORS EXECUTIVE SESSION IN WHICH ONLY
MEMBERS OF THE
BOARD OF

DIRECTORS AND OFFICERS OF HAUS OF CODEC SHOULD BE IN ATTENDANCE.

SECTION 4. GENERAL MEETING. MEETINGS OF THE VOLUNTEERS TO DISCUSS, PLAN,
AND

ORGANIZE CORPORATION

EVENTS AND ACTIVITIES SHALL BE KNOWN AS GENERAL MEETINGS AND MAY BE

SCHEDULED

THROUGHOUT THE YEAR.

SECTION 5. OPERATING COMMITTEE MEETING. OPERATING COMMITTEES MAY MEET AS NEEDED IN

ORDER TO

COMPLETE THEIR ASSIGNED RESPONSIBILITIES. THE DATE AND TIME OF OPERATING COMMITTEE

MEETINGS SHOULD

BE PUBLIC INFORMATION.

ARTICLE VII ELECTIONS, NOMINATION AND ELIGIBILITY, TERMS OF OFFICE, REMOVAL, VACANCIES

SECTION 1. BOARD. ELECTIONS OF THE BOARD SHALL BE AT THE ANNUAL MEETING OR A SPECIAL

MEETING. VOTING

SHALL BE RESERVED FOR VOTING MEMBERS.

SECTION 2. NOMINATIONS AND ELIGIBILITY FOR BOARD POSITIONS. THE BOARD SHALL APPOINT A

NOMINATING

COMMITTEE. THE NOMINATING COMMITTEE SHALL SEEK AND RECRUIT CANDIDATES TO SERVE ON

THE BOARD OF

DIRECTORS. THE BOARD SHALL ESTABLISH GUIDELINES FOR SELECTING POTENTIAL BOARD

MEMBERS.

SECTION 3. TERMS. THE TERM OF OFFICE OF THE BOARD SHALL BE TWO (2) YEARS. ELECTIONS

SHALL BE STAGGERED

SO THAT THE MAJORITY OF BOARD POSITIONS ARE NOT ELECTED IN THE SAME YEAR, WITH

APPROXIMATELY ONE-HALF OF

THE MEMBERS ELECTED EACH YEAR. MEMBERS OF THE BOARD OF DIRECTORS MAY ONLY SERVE IN

THE SAME

EXECUTIVE COMMITTEE POSITION FOR A MAXIMUM OF THREE (3) CONSECUTIVE TERMS.

SECTION 4. REMOVAL OF DIRECTORS. A DIRECTOR SHALL BE REMOVED IF ONE OR MORE OF THE

FOLLOWING CONDITIONS

SHALL HAVE OCCURRED:

A. CONVICTION OR DISCOVERY OF A CONVICTION FOR A CRIMINAL OFFENSE OR FELONY

REGARDING MATTERS OF THEFT OR

FINANCIAL PROBITY;

B. CONVICTION FOR A CRIMINAL OFFENSE OR FELONY NOT REGARDING MATTERS OF THEFT OR

FINANCIAL PROBITY,

PROVIDED THAT THE BOARD SHALL HAVE THE OPTION TO OVERRIDE SUCH REMOVAL OR

RESTRICTION BY A TWO-THIRDS(⅔)

MAJORITY VOTE OF THE BOARD OF DIRECTORS AND VOTING WITHIN THIRTY (30) DAYS OF BOARD

NOTIFICATION OF

DISCOVERY OF CONVICTION;

C. A JUDGMENT OF THE BOARD, BY A TWO-THIRDS (⅔) MAJORITY VOTE OF THE

BOARD OF

DIRECTORS, A. THAT A

DIRECTOR SHALL HAVE COMMITTED ANY ACT OF FRAUD OR DISHONESTY

RELATING TO THE

DISCHARGE OF THEIR OFFICE;

B. THAT A DIRECTOR SHALL HAVE ACTED CONTRARY TO THE AIMS AND OBJECTIVES
OF THE

ORGANIZATION, HAVE

OTHERWISE BROUGHT THE ORGANIZATION INTO DISREPUTE, OR

SUBSTANTIALLY FAILED TO DISCHARGE THE DUTIES OF THEIR OFFICE; OR

C. A MEMBER OF THE BOARD OF DIRECTORS HAS ABANDONED THEIR POSITION BY

NOT ATTENDING

THREE (3) REGULARLY

SCHEDULED MEETINGS IN ONE (1) CALENDAR YEAR WITHOUT PRIOR NOTIFICATION

TO THE

SECRETARY.

SECTION 5. VACANCIES. IN THE EVENT A BOARD DIRECTOR OR OFFICER POSITION

BECOMES

VACANT, A REPLACEMENT

MAY BE CHOSEN BY THE BOARD. THE REPLACEMENT SHALL SERVE UNTIL THE END

OF THE

CURRENT TERM.

ARTICLE VIII POLICIES, FINANCE, AND ASSETS

SECTION 1. POLICIES. THE BOARD SHALL ESTABLISH POLICIES AND PROCEDURES

MANUAL

PERTAINING TO FINANCIAL,

OPERATIONAL, AND GOVERNANCE MATTERS.

SECTION 2. FISCAL YEAR. THE FIRST FISCAL YEAR SHALL BE JUNE 1, 2021 TO MAY

31ST 2022.

SECTION 3. DEDICATION OF ASSETS. THE MONIES RAISED BY HAUS OF CODEC AND

ITS ASSETS

ARE IRREVOCABLY

DEDICATED TO PUBLIC OR CHARITABLE PURPOSES. NO PART OF THE NET EARNING,

PROPERTIES

OR ASSETS SHALL INSURE

TO THE BENEFIT OF ANY INDIVIDUAL OR PRIVATE PERSON UPON DISSOLUTION OF

HAUS OF

CODEC. UPON DISSOLUTION,

LIQUIDATION OF ALL PROPERTIES AND ASSETS AND OBLIGATIONS SHALL BE

DISTRIBUTED AND

PAID OVER TO A

CORPORATION DEDICATED TO THE SAME OR SIMILAR PURPOSES PROVIDED HAUS

OF CODEC, IS

RECOGNIZED AS AN

EXEMPT CORPORATION AS SPECIFIED IN THE INTERNAL REVENUE CODE. HOWEVER,

THIS

PROVISION SHALL NOT

PREVENT THE BOARD FROM PAYING REASONABLE EXPENSES, REIMBURSEMENTS OR

STIPENDS TO

AND FOR INDIVIDUALS

FOR ACTIVITIES AND WORK DONE TO FURTHER HAUS OF CODEC'S PURPOSES.

MAILING LISTS AND

RECORDS SHALL BE

DEEMED ASSETS OF HAUS OF CODEC AND MAY NOT BE SHARED WITH OTHER CORPORATIONS UNLESS HAUS OF CODEC IS DISSOLVED.

ARTICLE IX AMENDMENT

THESE BYLAWS MAY BE AMENDED BY A TWO THIRDS 100% MAJORITY VOTE OF THE BOARD AND RATIFIED BY A 100% VOTE OF THE MEMBERS AT ANY ANNUAL OR SPECIAL MEETING.

ARTICLE V

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

No. and Street: 330 CRANSTON ST
City or Town: PROVIDENCE State: RI Zip: 02907

The name of its initial registered agent at such address is CHARLOTTE

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 5 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	JULIO EDUARDO BERROA	330 CRANSTON STREET UNIT 3 PROVIDENCE, RI 02907 USA
DIRECTOR	GEORGE EVANS MARLEY	330 CRANSTON STREET UNIT 3 PROVIDENCE, RI 02907 USA
DIRECTOR	HALEY RACHEL JOHNSON	167 UNION ST ATTLEBORO, RI 02703 USA
DIRECTOR	CHARLOTTE JOAN PETERS	167 UNION ST ATTLEBORO, RI 02703 USA
DIRECTOR	ALEX FABIAN RUIZ	72 MARSHALL ST PROVIENCE, 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	GEORGE EVANS MARLEY	330 PROVIDENCE, RI 02907 USA

ARTICLE VIII

Date when corporate existence is to begin 06/01/2021
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 1 Day of June, 2021 at 10:02:24 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.

GEORGE EVANS MARLEY

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:

June 01, 2021 10:01 AM

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

Nellie M. Gorbea
Secretary of State

