



**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 JONNYCAKE CENTER REALTY CORPORATION

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE JONNYCAKE CENTER REALTY CORPORATION (THE "CORPORATION") IS ORGANIZED AS A WHOLLY CONTROLLED TITLE HOLDING CORPORATION DESCRIBED IN SECTION 501(C)(2) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, FOR THE EXCLUSIVE PURPOSE OF HOLDING TITLE TO PROPERTY FOR THE BENEFIT OF THE JONNYCAKE CENTER, INC. (THE "JONNYCAKE CENTER"), AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, COLLECTING INCOME THEREFROM AND TURNING OVER THE ENTIRE AMOUNT THEREOF, LESS THE EXPENSES, TO THE JONNYCAKE CENTER.

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. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR THE SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE 3 HEREOF. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

B. IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO A RESOLUTION OF THE CORPORATION OR AN ORDER OF A COURT OF COMPETENT JURISDICTION IN THE STATE OF RHODE ISLAND, BE USED BY, OR DISTRIBUTED TO THE JONNYCAKE CENTER, PROVIDED IT IS A 501(C)(3) CORPORATION OR, IF THE JONNYCAKE CENTER IS NOT THEN IN EXISTENCE OR IS NOT A 501(C)(3) CORPORATION, TO AN ORGANIZATION OR ORGANIZATIONS WHICH WOULD THEN QUALIFY UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, WITH PURPOSES SUBSTANTIALLY SIMILAR TO THE JONNYCAKE CENTER.

C. 1. THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND IN MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

2. THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

3. THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

4. THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

5. THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945 OF THE INTERNAL REVENUE CODE, OR 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: 101 DYER STREET
SECOND FLOOR
 City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is DAVID E. MAGLIO, 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
Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country

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
DIRECTOR	JANE HOWARD	22 KERSEY ROAD SOUTH KINGSTOWN, RI 02879 USA
DIRECTOR	ROLAND FIORE	22 KERSEY ROAD SOUTH KINGSTOWN, RI 02879 USA
DIRECTOR	JACQUELYN TRACY	22 KERSEY ROAD SOUTH KINGSTOWN, RI 02879 USA
INCORPORATOR	DAVID E. MAGLIO ESQ.	101 DYER ST., 2ND FL. PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 06/07/2021
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 7 Day of June, 2021 at 1:42:38 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/ DAVID E. MAGLIO, ESQ.

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 07, 2021 01:39 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

