



**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 CPD Cares

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

CRANSTON POLICE DEPARTMENT CARES, ALSO KNOWN AS "CPD CARES", HOSTS FUNDRAISING EVENTS, AT TIMES IN PARTNERSHIP WITH LOCAL BUSINESSES AND/OR NONPROFITS, TO RAISE FUNDS IN SUPPORT OF VARIOUS CHARITIES/ORGANIZATIONS THROUGHOUT THE CITY OF CRANSTON, RI AND SURROUNDING CITIES AND TOWNS IN RHODE ISLAND. MONETARY DONATIONS RAISED SUPPORT THE ELDERLY COMMUNITY, VETERANS, HOMELESS AS WELL AS THE YOUTH COMMUNITY WHICH THE GOAL OF IMPROVING THEIR QUALITY OF LIFE AND THE COMMUNITY AS A WHOLE.

OUR FUNDRAISING PROGRAM INCLUDES BUT IS NOT LIMITED TO THE SALE OF CRANSTON POLICE PATCHES FOR A CAUSE. ALL PROCEEDS OF THE SPECIFIC PATCH SALE WILL BE DONATED BACK TO THE CHARITY/ORGANIZATION THAT THE MEN AND WOMEN OF THE CRANSTON POLICE DEPARTMENT WORK CLOSELY WITH TO BETTER THE COMMUNITY REGARDLESS OF AGE, RACE, ETHNICITY, SEXUAL ORIENTATION OR RELIGION.

TO MAXIMIZE OUR IMPACT ON CURRENT EFFORTS, WE MAY SEEK TO COLLABORATE WITH OTHER NON-PROFIT

ORGANIZATIONS WHICH FALL UNDER THE 501©(3) SECTION OF THE INTERNAL REVENUE CODE AND ARE OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES.

AT TIMES, PER THE DISCRETION OF THE BOARD OF DIRECTORS, WE MAY PROVIDE VOLUNTEER OPPORTUNITIES WHICH WILL PROVIDE OPPORTUNITIES FOR INVOLVEMENT IN SAID ACTIVITIES AND PROGRAMS IN ORDER TO HAVE A GREATER IMPACT FOR CHANGE.

CPD CARES IS DESIGNATED AS A PUBLIC BENEFIT CORPORATION.

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:

4.01 NON-PROFIT NATURE

CPD CARES IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 ©(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. NO PART OF THE NET EARNINGS OF "CPD CARES" 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 PROVISIONS 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.

CPD CARES 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 CPD CARES 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 THE CPD CARES, ANY ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION SHALL BE DISTRIBUTED TO ONE (1) OR MORE QUALIFYING ORGANIZATIONS DESCRIBED IN SECTION 501©(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 CPD CARES HEREUNDER SHALL BE SELECTED BY THE DISCRETION OF A MAJORITY OF THE MANAGING BODY OF CPD CARES 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 THE CPD CARES 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 CITY OF CRANSTON, RI.

IN THE EVENT THAT THE COURT SHALL FIND THAT THIS SECTION IS APPLICABLE BUT THAT THERE IS NO QUALIFYING ORGANIZATION KNOWN TO IT WHICH HAS A CHARITABLE PURPOSE, WHICH, AT LEAST GENERALLY, INCLUDES A PURPOSE SIMILAR TO THIS CORPORATION, THEN THE COURT SHALL DIRECT THE DISTRIBUTION OF ITS ASSETS LAWFULLY AVAILABLE FOR DISTRIBUTION TO THE CRANSTON SCHOOL DEPARTMENT LOCATED IN CRANSTON, RI.

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 501©(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©(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: 5 GARFIELD AVENUE
City or Town: CRANSTON State: RI Zip: 02920

The name of its initial registered agent at such address is MICHAEL IACONE

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	MICHAEL IACONE	39 WILLOW RD GREENVILLE, RI 02828 USA
DIRECTOR	JUSTIN DUTRA	27 SOUTH POND DRIVE COVENTRY, RI 02816 USA
DIRECTOR	STACI GIST	100 JANET DRIVE WARWICK, RI 02886 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	MICHAEL IACONE	39 WILLOW RD GREENVILLE, RI 02828 USA

ARTICLE VIII

Date when corporate existence is to begin 11/15/2021
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 15 Day of November, 2021 at 2:43:49 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.

MICHAEL IACONE

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:

November 15, 2021 02:43 PM

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

Nellie M. Gorbea
Secretary of State

