



**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 Carl and Carol Acebes Family Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THE CORPORATION IS INCORPORATED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT (R.I.G.L. §§ 7-6-1, ET. SEQ.) EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW (THE "CODE"). THE PURPOSES OF THE CORPORATION ARE AS FOLLOWS: TO MAKE GRANTS IN FURTHERANCE OF CHARITABLE ACTIVITIES, WITH A PARTICULAR EMPHASIS ON EDUCATION; TO BE ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE; TO PROVIDE ASSISTANCE TO GOVERNMENTAL AND NOT-FOR-PROFIT ORGANIZATIONS WITH PURPOSES SIMILAR TO, OR WITH ACTIVITIES IN FURTHERANCE OF, THE PURPOSES SET FORTH HEREIN; AND, SUBJECT TO ANY LIMITATIONS SET FORTH HEREIN, TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A NONPROFIT CORPORATION MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF 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:

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, 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 ITS EXEMPT PURPOSES. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION.

THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON

ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION (A) EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, OR (B) CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(A) OF THE CODE AS BEING TO AN ORGANIZATION REFERRED TO IN SECTION 170(C)(2) OF THE CODE.

(B) THE CORPORATION DOES NOT CONTEMPLATE PECUNIARY GAIN OR PROFIT, INCIDENTAL OR OTHERWISE.

(C) NOTWITHSTANDING ANY OTHER PROVISIONS IN THESE ARTICLES, AT ALL TIMES WHEN THE CORPORATION IS A PRIVATE FOUNDATION WITHIN THE MEANING OF

SECTION 509 OF THE CODE, IT SHALL BE SUBJECT TO THE FOLLOWING ADDITIONAL RESTRICTIONS:

A. THE CORPORATION SHALL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE.

B. THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE.

C. THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE.

D. THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE.

E. THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE EXEMPT PURPOSES OF THE CORPORATION OR TO

ONE OR MORE ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR PURPOSES

WHICH AT THE TIME QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE CODE, AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY ASSETS NOT SO DISTRIBUTED BY THE BOARD OF DIRECTORS SHALL BE DISTRIBUTED BY THE SUPERIOR COURT OF THE STATE OF RHODE ISLAND OF THE COUNTY IN WHICH THE CORPORATION'S

PRINCIPAL OFFICE IS THEN LOCATED EXCLUSIVELY FOR THE CORPORATION'S EXEMPT

PURPOSES. THE USE OF ANY SURPLUS FUNDS FOR PRIVATE INUREMENT TO ANY

PERSON

IN THE EVENT OF A SALE OF THE ASSETS OR DISSOLUTION OF THE CORPORATION IS EXPRESSLY PROHIBITED.

(E) THE POWER AND AUTHORITY TO CONDUCT BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE VESTED SOLELY IN A BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW OR THE BYLAWS ADOPTED, FROM TIME TO TIME, BY THE BOARD OF DIRECTORS.

(F) A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES OR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, IF ANY, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR
A
KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE

DIRECTOR DERIVED IMPROPER PERSONAL BENEFIT. AT ANY TIME THAT THE RHODE ISLAND NONPROFIT CORPORATION ACT AUTHORIZES A CORPORATE ACTION FURTHER

ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION WILL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT.

ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

ARTICLE V

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

No. and Street: C/O KISHFY LAW, LLC

56 EXCHANGE TERRACE, 5TH FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is KATHERINE N. KISHFY, ESQ.

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	CAROL ACEBES	7079 PELICAN BAY BOULEVARD NAPLES, FL 34108 USA
DIRECTOR	CARL ACEBES	7079 PELICAN BAY BOULEVARD NAPLES, FL 34108 USA
DIRECTOR	ROWAN ACEBES	27 RHODE ISLAND AVENUE PROVIDENCE, RI 02906 USA
DIRECTOR	CALYN ACEBES	482 LONG HIGHWAY LITTLE COMPTON, RI 02837 USA

DIRECTOR

GAIL ACEBES

15 TURTLE BEACH DRIVE
PALM COAST, FL 32137 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	CARL ACEBES	7079 PELICAN BAY BOULEVARD NAPLES, FL 34108 USA

ARTICLE VIII

Date when corporate existence is to begin 11/24/2021

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

Signed this 24 Day of November, 2021 at 12:36:25 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/ CARL ACEBES

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 24, 2021 12:35 PM

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

Nellie M. Gorbea
Secretary of State

