



**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 GELSOMINO FOUNDATION

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

EDUCATIONAL SCHOLARSHIP AND DEVELOPMENT

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:

1. POWERS: THE CORPORATION SHALL HAVE ALL THE POWERS ENUMERATED IN THE RHODE ISLAND NON-PROFIT CORPORATION ACT, AS FROM TIME TO TIME AMENDED

(THE "NON-PROFIT CORPORATION ACT"), AS STATED IN SECTION 7-6 ET SEQ. OF THE RHODE ISLAND GENERAL LAWS.

2. NON-PROFIT STATUS: THE CORPORATION IS NOT ORGANIZED FOR PROFIT AND UNLESS OTHERWISE PERMITTED BY R.I.G.L. 7-6-31, NO PART OF THE NET EARNINGS OF CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ANY MEMBER, DIRECTOR, OR OFFICER OF THE CORPORATION OR ANY OTHER PERSON, 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 ARTICLES OF INCORPORATION (ATTACHED). IN THE EVENT OF ANY LIQUIDATION OR DISSOLUTION OF THE CORPORATION, NO DIRECTOR OR OFFICER SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION'S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, THE BOARD OF DIRECTORS OF THE CORPORATION, AFTER THE

PAYMENT AND DISCHARGE OF OR PROVISION FOR ALL ITS DEBTS, LIABILITIES, AND OBLIGATIONS, SHALL DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION, AS DETERMINED BY THE BOARD OF DIRECTORS, TO ONE OR MORE CORPORATIONS, CIVIC, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATION PURPOSES OR FEDERAL STATE OR LOCAL GOVERNMENTAL ENTITY OR ENTITIES IN EACH CASE EXCLUSIVELY FOR THEIR PUBLIC PURPOSES AND EXEMPT FROM FEDERAL INCOME TAX UNDER THE FEDERAL INTERNAL REVENUE CODE (HEREINAFTER THE "CODE") OR TO SUCH OTHER ORGANIZATION OR ORGANIZATIONS WHICH, AT THE TIME OF DISTRIBUTION, QUALIFY AS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) OF THE CODE. ANY OF SUCH ASSETS NOT SO DISPOSED OF IN THE AFOREMENTIONED MANNER SHALL BE DISPOSED OF BY THE SUPERIOR COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED AT THE TIME OF DISSOLUTION, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATIONS AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY AS SUCH ORGANIZATIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) OR OTHER PROVISIONS OF THE CODE.

3. DIRECTOR LIABILITY ELIMINATION: A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR 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, (II) FOR ACTS OF OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSITION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. IF THE NON-PROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE 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 NON-PROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THE ARTICLE BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTIONS OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

4. INDEMNIFICATION: THE DIRECTORS OF THE CORPORATION MAY INCLUDE PROVISIONS IN THE CORPORATION'S BY-LAWS OR MAY AUTHORIZE AGREEMENTS TO BE ENTERED INTO WITH EACH DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION (AN "INDEMNIFIED PERSON"), FOR THE PURPOSE OF INDEMNIFYING AN INDEMNIFIED PERSON IN THE MANNER AND TO THE EXTENT PERMITTED BY THE NON-PROFIT CORPORATION ACT.

ARTICLE V

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

No. and Street: 2081 DIAMOND HILL RD

City or Town: CUMBERLAND

State: RI

Zip: 02864-5123

The name of its initial registered agent at such address is DAVID M DOLBASHIAN 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
DIRECTOR	DERRICK GELSOMINO	40 DRAKE ROAD WARWICK, RI 02888 USA
DIRECTOR	DANTE LOPARDO	41 WEBSTER AVENUE NARRAGANSETT, RI 02882 USA
DIRECTOR	PAUL DEMASI	9 FOXTAIL DRIVE JOHNSTON, RI 02919 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	DERRICK GELSOMINO	40 DRAKE ROAD WARWICK, RI 02888 USA

ARTICLE VIII

Date when corporate existence is to begin 02/03/2022
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 3 Day of February, 2022 at 11:40:33 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.
DERRICK GELSOMINO, INCORPORATOR

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:

February 03, 2022 11:38 AM

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

Nellie M. Gorbea
Secretary of State

