



**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 PRA Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

I. THE ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

II. TO ENCOURAGE AND FURTHER THE SCIENTIFIC STUDIES OF WIRELESS COMMUNICATIONS THROUGH EDUCATION VIA TRAINING IN AMATEUR RADIO AND OTHER ACTIVITIES DESIGNED TO IMPROVE THE COMMUNITY'S UNDERSTANDING, PARTICIPATION, KNOWLEDGE AND SUPPORT;

III. THE PROMOTION OF INTEREST IN AMATEUR RADIO COMMUNICATION, TECHNOLOGY AND EXPERIMENTATION IN COMBATING COMMUNITY DETERIORATION AND JUVENILE DELINQUENCY;

IV. THE DISSEMINATION OF WIRELESS COMMUNICATION KNOWLEDGE AND INFORMATION THROUGH PUBLIC DISCUSSION GROUPS, FORUMS, PANELS, LECTURES, SOCIAL GATHERING, MEETING WITH FELLOW RADIO AMATEURS AND INTERESTED PERSONS, OR SIMILAR PROGRAMS;

V. TO FOSTER AND ASSIST IN THE DEVELOPMENT OF AMATEUR RADIO EVENTS WHICH WILL ACCOMPLISH THE ABOVE REFERENCED PURPOSES;

VI. TO COOPERATE WITH AND ASSIST PUBLIC AND PRIVATE EDUCATIONAL AGENCIES, SCHOOLS, AND AMATEUR RADIO GROUPS IN THE FURTHERANCE OF THESE ENDS;

VII. TO ESTABLISH SUFFICIENT EDUCATIONAL FUNDING TO FACILITATE YOUTH AND ADULT EDUCATION, SCHOLARSHIPS AND RELATED WIRELESS AND ELECTRONIC COMMUNICATIONS EXPERIENCES;

VIII. TO SOLICIT AND RECEIVE DONATIONS, CONTRIBUTIONS, GRANTS OR OTHER FUNDS FOR THE ACCOMPLISHMENT OF THE ABOVE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3).

IX. TO DISTRIBUTE EQUIPMENT, FUNDING, AND ASSISTANCE FOR THE ACCOMPLISHMENT OF THE ABOVE PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3).

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:

THE FOUNDATION IS A NON-PROFIT, NON-POLITICAL, NON-SECTARIAN ORGANIZATION;
NO PART OF ANY NET EARNINGS OR CONTRIBUTIONS SHALL INURE TO THE BENEFIT OF ANY INCORPORATOR OR DIRECTOR.

THE FOUNDATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE III – MEMBERSHIP

SECTION 1 – VOTING MEMBERS SHALL BE THE BOARD OF DIRECTORS (“VOTING MEMBERS”).

SECTION 2 – A QUORUM SHALL BE NO LESS THAN 50% OF THE VOTING MEMBERS.

ARTICLE IV – GOVERNING BODY: THE BOARD OF DIRECTORS

SECTION 1 - THE MANAGEMENT AND CONTROL OF THE FOUNDATION SHALL BE VESTED IN ITS BOARD OF DIRECTORS.

SECTION 2 – THE BOARD OF DIRECTORS SHALL CONSIST OF THE OFFICERS OF THE FOUNDATION AND AT LEAST THREE OTHER DIRECTORS.

SECTION 3 – A QUORUM SHALL BE NO LESS THAN 50% OF THE BOARD OF DIRECTORS.

ARTICLE V – OFFICERS AND DIRECTORS

SECTION 1 - THE OFFICERS OF THE FOUNDATION SHALL BE PRESIDENT, A VICE-PRESIDENT, SECRETARY AND TREASURER.

SECTION 2 – ALL OFFICERS AND DIRECTORS SHALL BE MEMBERS OR SPOUSES/SIGNIFICANT PARTNERS OF MEMBERS IN GOOD STANDING OF THE PROVIDENCE RADIO ASSOCIATION.

ARTICLE VI – TERMS OF OFFICE

SECTION 1 – THE OFFICERS AND DIRECTORS OF THE FOUNDATION SHALL SERVE FOR A TERM OF ONE YEAR BEGINNING JANUARY 1ST OF EACH YEAR,

SECTION 2 – NO OFFICER OR DIRECTOR SHALL BE ELECTED TO THE SAME POSITION FOR MORE THAN THREE CONSECUTIVE TERMS.

SECTION 3 – ALL VACANCIES SHALL BE FILLED FOR THE UNEXPIRED TERM BY PERSONS SELECTED BY THE BOARD OF DIRECTORS.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1 – THE DUTIES OF THE PRESIDENT ARE AS FOLLOWS: TO PRESIDE AT ALL MEETINGS OF THE FOUNDATION. THE PRESIDENT SHALL GENERALLY MONITOR AND

SUPERVISE THE AFFAIRS OF THE FOUNDATION UNDER THE DIRECTION OF THE BOARD OF DIRECTORS. THE PRESIDENT SHALL AUTHENTICATE BY HIS SIGNATURE, WHEN NECESSARY, ALL ACTS, ORDERS AND PROCEEDINGS OF THE FOUNDATION. THE PRESIDENT SHALL HAVE SUCH OTHER POWERS AND PERFORM SUCH OTHER DUTIES AS PRESCRIBED BY THE BY-LAWS AND SHALL HAVE IN GENERAL, THE POWERS AND DUTIES USUALLY ASSOCIATED WITH THE OFFICE OF THE PRESIDENT.

SECTION 2 – THE DUTIES OF THE VICE-PRESIDENT ARE AS FOLLOWS: THE VICE-PRESIDENT SHALL SUCCEED TO THE PRESIDENCY IN CASE OF A VACANCY IN THAT OFFICE AND SHALL PERFORM THE DUTIES OF THE PRESIDENT IN CASE OF ABSENCE OR DISABILITY. SHOULD A QUESTION ARISE AS TO THE ABILITY OF THE PRESIDENT TO SERVE, THE BOARD OF DIRECTORS SHALL HAVE THE AUTHORITY TO TEMPORARILY DELEGATE ALL THE DUTIES AND RESPONSIBILITIES OF THE PRESIDENT TO THE VICE-PRESIDENT. THE VICE-PRESIDENT SHALL AID THE PRESIDENT IN THE PERFORMANCE OF HIS DUTIES AND SHALL CARRY OUT SUCH OTHER DUTIES AS MAY BE ASSIGNED BY THE PRESIDENT WITH THE ADVICE OF THE BOARD OF DIRECTORS.

SECTION 3 – THE DUTIES OF THE SECRETARY ARE AS FOLLOWS: THE SECRETARY SHALL BE RESPONSIBLE FOR AND CONDUCT CORRESPONDENCE, AS REQUESTED, AND SHALL KEEP AN ACCURATE RECORD OF THE PROCEEDINGS AND BUSINESS TRANSACTED AT ALL MEETINGS OF THE FOUNDATION’S BOARD OF DIRECTORS. THE SECRETARY SHALL KEEP AN ACCURATE RECORD OF THE MEMBERSHIP OF THE FOUNDATION AND THE NAMES

AND ADDRESSES OF THE FOUNDATION'S DONORS AND CONTRIBUTORS.

SECTION 4 – THE DUTIES OF THE TREASURER ARE AS FOLLOWS: THE TREASURER SHALL BE RESPONSIBLE FOR THE FOUNDATION'S RECEIPTS AND DISBURSEMENTS OF FUNDS AND SHALL PRESENT FINANCIAL REPORTS TO THE BOARD OF DIRECTORS WHEN REQUESTED.

ARTICLE VIII – AREA OF ACTIVITY

THE AREA WHICH THE FOUNDATION SERVES WILL INCLUDE THE STATES OF RHODE ISLAND, WITH EMPHASIS ON UNDERSERVED COMMUNITIES IN THE CITIES OF PROVIDENCE, CRANSTON AND JOHNSTON.

ARTICLE IX – DISSOLUTION

1. TERMINATION OF OPERATIONS. IN THE EVENT THE FOUNDATION SHALL CEASE TO CARRY OUT THE OBJECTIVES AND PURPOSES SET FORTH HEREIN, THE BOARD OF DIRECTORS MAY VOTE FOR THE DISSOLUTION. THE MOTION FOR DISSOLUTION MUST RECEIVE MORE THAN TWO-THIRDS VOTE OF THE FULL BOARD TO PASS.

2. DISPOSITION OF ASSETS. THE BOARD OF DIRECTORS SHALL HANDLE THE DISBURSEMENT OF ALL ASSETS OF THE FOUNDATION. NO MEMBER OR GROUP OF MEMBERS SHALL RECEIVE BENEFIT FROM THE ASSETS. ANY EQUIPMENT WILL BE SOLD AND NET PROCEEDS ALONG WITH ALL REMAINING CASH DONATED TO THE AMERICAN RADIO RELAY LEAGUE, INC., OF NEWINGTON, CT. IN THE EVENT THAT THE AMERICAN RADIO RELAY LEAGUE, INC. OF NEWINGTON, CT HAS ALSO CEASED OPERATIONS, ALL REMAINING CASH AND THE PROCEEDS OF THE EQUIPMENT SALE SHALL BE DONATED TO A NON-PROFIT ORGANIZATION SELECTED BY THE BOARD OF DIRECTORS.

ARTICLE X – AMENDMENTS

ANY PROPOSED AMENDMENT TO THE BY-LAWS SHALL REQUIRE A TWO-THIRDS VOTE OF THE BOARD OF DIRECTORS ATTENDING A PROPERLY NOTICED MEETING FOR RATIFICATION.

ARTICLE XI – MEETINGS

SECTION 1 – A REGULAR BOARD OF DIRECTORS MEETING SHALL BE HELD IN DECEMBER OF EACH YEAR CONCURRENTLY WITH THE FOUNDATION'S ANNUAL MEETING. THE AGENDA FOR SAID MEETING SHALL INCLUDE ELECTION, BY THE VOTING MEMBERS, OF OFFICERS AND DIRECTORS FOR THE SUCCEEDING YEAR AND SUCH OTHER MATTERS AS ARE DEEMED NECESSARY AND APPROPRIATE FOR THE GOVERNANCE OF THE FOUNDATION.

SECTION 2 – SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT.

SECTION 3 – WRITTEN NOTICE OF ANY MEETING OF THE BOARD OF DIRECTORS SHALL BE EMAILED TO THE OFFICERS AND DIRECTORS SEVEN (7) DAYS PRIOR TO SUCH MEETING.

SECTION 4 – THE CURRENT EDITION OF ROBERT’S RULES OF ORDER SHALL BE THE AUTHORITY IN ALL PARLIAMENTARY DISCUSSION.

ARTICLE XII – FISCAL YEAR

THE FISCAL YEAR SHALL BEGIN JANUARY 1ST AND END DECEMBER 31ST.

ARTICLE XIII – DISTRIBUTION OF FUNDING

THE FOUNDATION SHALL ADMINISTER THE DISTRIBUTION OF EQUIPMENT, FUNDING FOR EQUIPMENT, MAINTENANCE, AND UPKEEP, FUNDING FOR EDUCATIONAL CLASSES, LECTURES, FORUMS, AND EVENTS. THE FOUNDATION MAY PROVIDE FUNDING OR ASSISTANCE FOR MEMBERSHIP DUES TO OTHER NON-PROFIT WIRELESS EDUCATIONAL ORGANIZATIONS FOR NEW, YOUNG, AND/OR THOSE INDIVIDUALS WITH SPECIFIC NEED OR HARDSHIP, WITH DETERMINATION OF AMOUNTS AND TERMS TO BE AT THE DISCRETION OF THIS GOVERNING BODY, BUT AT NO TIME SHALL ANY ONE DISTRIBUTION BE IN EXCESS OF ONE-QUARTER OF THE AVAILABLE FUNDING.

ARTICLE V

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

No. and Street: 79 PRISCILLA AVE
City or Town: WARWICK State: RI Zip: 02889

The name of its initial registered agent at such address is DAVID TESSITORE

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 7 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 | DAVID TESSITORE | 79 PRISCILLA AVE WARWICK, RI 02889 USA |
| DIRECTOR | WILLIAM JOHN GOOD JR | PO BOX 1289 LONDONDERRY, NH 03053 USA |
| DIRECTOR | FRANK S DEPETRILLO | 548 TRIMTOWN RD NORTH SCITUATE, RI 02857 USA |
| DIRECTOR | GILBERT F BROWN | 3048 PAWTUCKET AVE., APT. 107 RIVERSIDE, RI 02915 USA |
| DIRECTOR | DOMENIC M MALLOZZI | 168 SPEEN ST NATICK, MA 01760 USA |

| | | |
|----------|-----------------------|--|
| DIRECTOR | NEVILLE J BEDFORD ESQ | 365 EDDY ST PROVIDENCE, RI 02903 USA |
| DIRECTOR | JOHN R WINMAN | 2453 CRANSTON ST CRANSTON, RI 02920 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 | DAVID TESSITORE | 79 PRISCILLA AVE WARWICK, RI 02889 USA |

ARTICLE VIII

Date when corporate existence is to begin 05/02/2022
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 28 Day of April, 2022 at 10:03:25 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.

DAVID TESSITORE

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:

April 28, 2022 10:02 AM

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

Nellie M. Gorbea
Secretary of State

