



**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 MCKAY FOR SENATE, INC.

**ARTICLE II**

The period of its duration is  Perpetual

**ARTICLE III**

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

THE SPECIFIC PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:  
TO ENGAGE PRIMARILY IN ACTIVITIES RELATING TO THE SUPPORT OF RAYMOND MCKAY FOR ELECTION (AND FUTURE RE-ELECTION) TO THE UNITED STATES SENATE TO REPRESENT THE PEOPLE OF RHODE ISLAND, AND FOR ALL OTHER PURPOSES PERMITTED OF A PRINCIPAL CAMPAIGN COMMITTEE UNDER THE FEDERAL ELECTION CAMPAIGN ACT OF 1971. THIS NOT-FOR-PROFIT CORPORATION SHALL BE, AND HAS BEEN DULY ORGANIZED AND OPERATED AS A POLITICAL ORGANIZATION WITHIN THE MEANING OF SECTION 527 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (HEREINAFTER, THE "CODE").  
MCKAY FOR SENATE, INC. IS INCORPORATING FOR LIABILITY PURPOSES ONLY PURSUANT TO 11 CFR 114.12.

**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:

4.1 THE CORPORATION SHALL HAVE AND MAY EXERCISE IN FURTHERANCE OF ITS

PURPOSES, ALL POWERS SPECIFIED IN R.I. GEN. LAWS, §§ 7-6-1 TO 7-6-108. ALL OF THE FOREGOING PURPOSES AND POWERS ARE EXPRESSLY MADE SUBJECT TO THE REQUIREMENTS OF APPLICABLE LAW, INCLUDING, BUT NOT LIMITED TO, THE FEDERAL ELECTION CAMPAIGN ACT OF 1971 (THE "71 ACT"), AS AMENDED, THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), AND THE GENERAL LAWS OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS. THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 527 OF THE CODE, AND IT IS INTENDED THAT THE CORPORATION BE DESIGNATED AS A "POLITICAL ORGANIZATION" WITHIN THE MEANING OF SECTION 527(E) OF THE CODE.

4.2 BYLAWS: THE DIRECTORS MAY MAKE, AMEND, OR REPEAL THE BY-LAWS IN WHOLE OR IN PART.

4.3 EXCULPATION: NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS SUCH DIRECTOR OR OFFICER NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT TO THE EXTENT THAT SUCH EXEMPTION FROM LIABILITY IS NOT PERMITTED UNDER APPLICABLE LAW, AND IS PERMITTED BY THE 71 ACT AND CODE.

4.4 INDEMNIFICATION:

A) THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO SERVES AS ONE OF ITS DIRECTORS OR OFFICERS, OR WHO SERVES AT ITS REQUEST AS A DIRECTOR OR OFFICER OF ANOTHER ORGANIZATION OR IN A CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN (EACH SUCH PERSON BEING HEREIN CALLED A "PERSON") AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTION OF JUDGMENTS, IN COMPROMISE OR AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY SUCH PERSON IN

CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH SUCH PERSON MAY BE INVOLVED OR WITH WHICH SUCH PERSON MAY BE THREATENED, WHILE IN OFFICE OF THEREAFTER, BY REASON OF BEING OR HAVING BEEN SUCH A PERSON, EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH SUCH PERSON SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION. ANY PERSON WHO AT THE REQUEST OF THE CORPORATION SERVES ANOTHER ORGANIZATION OR AN EMPLOYEE BENEFIT PLAN IN ONE OR MORE OF THE ABOVE INDICATED CAPACITIES AND WHO SHALL HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF SUCH OTHER ORGANIZATION OR IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN SHALL BE DEEMED TO HAVE ACTED IN SUCH MANNER WITH RESPECT TO THE CORPORATION.

B) NOTWITHSTANDING THE FOREGOING, AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY ANY PERSON, PURSUANT TO A CONSENT DECREE OR OTHERWISE, NO INDEMNIFICATION EITHER FOR SAID PAYMENT OR FOR ANY OTHER EXPENSES SHALL BE PROVIDED UNLESS SUCH COMPROMISE SHALL BE APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT IT INVOLVES SUCH INDEMNIFICATION BY A DISINTERESTED MAJORITY OF THE DIRECTORS THEN IN OFFICE.

C) EXPENSES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY PERSON IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING MAY BE PAID FROM TIME TO TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF AN UNDERTAKING BY SUCH PERSON TO REPAY THE AMOUNTS SO PAID IF SUCH PERSON ULTIMATELY SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS SECTION 4.4.

SUCH AN UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT.

D) THE RIGHT OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE. NOTHING CONTAINED IN THIS SECTION SHALL AFFECT ANY OTHER RIGHTS TO INDEMNIFICATION TO WHICH ANY PERSON OR OTHER CORPORATE PERSONNEL MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW.

E) AS USED IN THIS SECTION 4.4 THE TERM "PERSON" INCLUDES SUCH PERSON'S RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATOR, AND AN "INTERESTED DIRECTOR OR OFFICER IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDING IN QUESTION, OR ANOTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS, IS THEN PENDING.

#### ARTICLE V

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

No. and Street: 26 GLADSTONE STREET

City or Town: SMITHFIELD

State: RI

Zip: 02917

The name of its initial registered agent at such address is MATTHEW LOUIS FABISCH

#### 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:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
DIRECTOR	RAYMOND T MCKAY	19 BAKERS CREEK WARWICK, RI 02886 USA
DIRECTOR	LUCIA M RAPOSO	49 BELVIDERE BLVD NORTH PROVIDENCE, RI 02911 USA
DIRECTOR	ANTHONY CORRENTE	940 QUAKER LANE, UNIT 307 EAST GREENWICH, RI 02818 USA

#### ARTICLE VII

The name and address of the incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
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INCORPORATOR	RAYMOND T MCKAY	19 BAKERS CREEK WARWICK, RI 02886 USA
INCORPORATOR	LUCIA M. RAPOSO	49 BELVIDERE BLVD NORTH PROVIDENCE, RI 02911 USA
INCORPORATOR	ANTHONY CORRENTE	940 QUAKER LANE, UNIT 307 EAST GREENWICH, RI 02818 USA

### ARTICLE VIII

Date when corporate existence is to begin 11/08/2022  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 8 Day of November, 2022 at 7:16:06 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/RAYMOND T MCKAY

S/ANTHONY CORRENTE

S/LUCIA M. RAPOSO

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 08, 2022 07:14 PM

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

Nellie M. Gorbea  
*Secretary of State*

