



**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 Rhode Island FC Foundation

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

TO IMPACT THE GROWTH OF SOCCER AND USE IT AS A FORCE TO POSITIVELY IMPACT THE LIVES OF RHODE ISLAND'S YOUTH.

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:

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE"), INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

NO PART OF THE NET EARNINGS OF THE CORPORATION 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 ARTICLE III HEREOF.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL

CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, NO PAYMENTS OR DISTRIBUTIONS SHALL BE MADE BY THE CORPORATION AND NO OTHER ACTIVITIES SHALL BE CARRIED ON OR ENGAGED IN BY THE CORPORATION WHICH WOULD RESULT IN THE DENIAL OR REVOCATION OF THE EXEMPTION OF THE CORPORATION FROM FEDERAL INCOME TAXATION UNDER SECTION 501(C)(3) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR THE DEDUCTIBILITY OF CONTRIBUTIONS TO AND FOR THE USE ON THE CORPORATION FOR FEDERAL INCOME TAX PURPOSES UNDER THE PROVISIONS OF SECTION 170 OF THE CODE, OR THE DEDUCTIBILITY OF ANY TRANSFER, DEVICE OR BEQUESTS TO THE CORPORATION FOR FEDERAL ESTATE TAX PURPOSES UNDER THE PROVISIONS OF SECTION 2055 AND SECTION 2105 OF THE CODE, OR THE DEDUCTIBILITY OF GIFTS TO THE CORPORATION FOR FEDERAL GIFT TAX PURPOSES UNDER THE PROVISIONS OF SECTION 2522 OF THE CODE.

UPON THE DISSOLUTION OF THE CORPORATION, THE OFFICERS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATION, RELIGIOUS OR SCIENTIFIC PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, AS THE OFFICERS SHALL DETERMINE IN THEIR REASONABLE DISCRETION. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE V

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

No. and Street: 222 JEFFERSON BOULEVARD
SUITE 200

City or Town: WARWICK

State: RI

Zip: 02888

The name of its initial registered agent at such address is TRAC - THE REGISTERED AGENT COMPANY

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	BRETT M JOHNSON	175 MAIN STREET #4127 PAWTUCKET, RI 02860 USA

DIRECTOR	MICHAEL PARKHURST	175 MAIN STREET #4127 PAWTUCKET, RI 02860 USA
DIRECTOR	CHRIS CANETTI	175 MAIN STREET #4127 PAWTUCKET, RI 02860 USA
DIRECTOR	DANIEL KROEBER	175 MAIN STREET #4127 PAWTUCKET, RI 02860 USA
DIRECTOR	PETER BAPTISTA	175 MAIN STREET #4127 PAWTUCKET, RI 02860 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	ANDREW LEHRER	110 EDGEWOOD BOULEVARD CRANSTON, RI 02905 USA

ARTICLE VIII

Date when corporate existence is to begin 03/13/2023
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of March, 2023 at 10:28:36 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.

ANDREW LEHRER

Form No. 200
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

March 13, 2023 10:26 AM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

