



**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 The Duffy 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 ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING DISTRIBUTIONS TO PROVIDENCE

COLLEGE, ST. PIUS V CHURCH, ST. PIUS V SCHOOL, AND ST. JUDE'S CHILDREN'S RESEARCH HOSPITAL (ALL 501(C)(3) ORGANIZATIONS), AND THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER

SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

IT IS INTENDED THAT THIS CORPORATION SHALL BE OF THE CHARACTER DESCRIBED IN

THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF THE UNITED STATES.

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 TO 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 THE SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE 3 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, THE CORPORATION

SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A)

BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF

THE INTERNAL REVENUE CODE , OR THE CORRESPONDING SECTION OF ANY FUTURE

FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE

DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE

CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

B. UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED

FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF

THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL

TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE

OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. 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.

C. 1. THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT

A

TIME AND IN MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON
UNDISTRIBUTED

INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE, OR THE
CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE

2. THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS
DEFINED

IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING
SECTION

OF ANY FUTURE FEDERAL TAX CODE.

3. THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS
DEFINED

IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING
SECTION

OF ANY FUTURE FEDERAL TAX CODE.

4. THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO
SUBJECT

IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR
CORRESPONDING

SECTION OF ANY FUTURE TAX CODE.

5. THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS
DEFINED IN

SECTION 4945 OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION
OF ANY

FUTURE FEDERAL TAX CODE.

ARTICLE V

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

No. and Street: 101 DYER STREET
SECOND FLOOR

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ANDREW W. DAVIS

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 | LOUIS G. MURPHY JR. | 136 CARROLL AVENUE NEWPORT , RI 02840 USA |
| DIRECTOR | KARA B. MURPHY | 136 CARROLL AVENUE NEWPORT , RI 02840 USA |
| DIRECTOR | ANDREW W. DAVIS | 101 DYER STREET, SECOND FLOOR PROVIDENCE , RI 02903 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 W. DAVIS | 101 DYER STREET , SECOND FLOOR PROVIDENCE , RI 02903 USA |

ARTICLE VIII

Date when corporate existence is to begin 09/13/2023
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of September, 2023 at 11:25:55 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 W. DAVIS

Form No. 200
Revised 09/07

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