



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Articles of Incorporation
DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

RECEIVED
 R.I. DEPT OF STATE
 BUS SVCS DIV
 2023 NOV -2 P 12:24

1. The name of the corporation is: Gnarly Gives		
2. The period of its duration is: CHECK ONE BOX ONLY		
☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: See Attachment A. Check the box to indicate an attachment ☒		
4. Provisions, if any, not consistent 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: See Attachment B. Check the box to indicate an attachment ☒		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Robert Coulter, Esq.		
Street Address (<u>NOT</u> a P.O. Box) Four Calvert Street		
City Newport	State RHODE ISLAND	Zip Code 02840

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

NOV 02 2023

BY LKS K5DAR

12:24pm

6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
See Attachment C.	

Check the box to indicate an attachment ☒

7. The name and address of each incorporator is:

NAME	ADDRESS
Robert Coulter, Esq.	Four Calvert Street, Newport, Rhode Island, 02840

Check the box to indicate an attachment ☐

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the date of filing) _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator Robert Coulter, Esq.	Date November 1, 2023
Signature of Incorporator DocuSigned by: Robert Coulter FA882099C5194B2 SIGN DOCUMENT HERE	
Type or Print Name of Incorporator	Date
Signature of Incorporator SIGN DOCUMENT HERE	
Type or Print Name of Incorporator	Date
Signature of Incorporator SIGN DOCUMENT HERE	

ATTACHMENT A

**TO
ARTICLES OF INCORPORATION
OF
GNARLY GIVES**

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

SAID CORPORATION IS ORGANIZED WITHOUT CAPITAL STOCK AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE AND/OR EDUCATIONAL PURPOSES, AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND THE REGULATIONS PROMULGATED THEREUNDER (THE "CODE")). SUCH PURPOSES SHALL BE FURTHERED BY ACTIVITIES, WHICH INCLUDE, BUT ARE NOT LIMITED TO: (I) THE ADVANCEMENT OF FOOD SECURITY AND SUSTAINABLE LOCAL FARMING THROUGH EDUCATION, INSPIRATION, AND PROMOTION; AND (II) TRANSACTING ANY OTHER LAWFUL ACTIVITY OR BUSINESS IN WHICH CORPORATIONS MAY BE ENGAGED UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS IN EFFECT FROM TIME TO TIME.

ATTACHMENT B

**TO
ARTICLES OF INCORPORATION
OF
GNARLY GIVES**

4. 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) **TAX EXEMPTION:** THIS CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE. NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS OR ANY ORGANIZATION ORGANIZED AND OPERATED FOR A PROFIT, 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 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 (I) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

(B) **PRIVATE FOUNDATION RESTRICTIONS:** IN THE EVENT THAT THE CORPORATION IS A PRIVATE FOUNDATION AS THAT TERM IS DEFINED IN SECTION 509 OF THE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

THE CORPORATION SHALL DISTRIBUTE THE INCOME OF EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE.

THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE; NOR RETAIN ANY EXCESS

BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE; NOR MAKE ANY INVESTMENTS IN SUCH MANNER AS TO INCUR TAX LIABILITY UNDER SECTION 4944 OF THE CODE; NOR MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

- (C) **POWERS:** WITHOUT IN ANY WAY LIMITING THE FOREGOING, THE CORPORATION SHALL HAVE THOSE POWERS GRANTED BY SECTION 7-6-5 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED.
- (D) **INTERNAL AFFAIRS:** THE CORPORATION SHALL NOT BE A MEMBERSHIP CORPORATION AND SHALL HAVE NO AUTHORITY TO ISSUE CAPITAL STOCK. THE AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. EACH MEMBER OF THE BOARD OF DIRECTORS SHALL HAVE ONE VOTE. THE DIRECTORS AND OFFICERS OF THE CORPORATION, TERMS OF OFFICE, METHOD OF SELECTION, RESPECTIVE DUTIES, AND ALL THINGS PERTAINING THERETO, ARE DEFINED AND ESTABLISHED BY THE BYLAWS OF THE CORPORATION.
- (E) **NON-DISCRIMINATION:** IN ADMINISTERING ITS PROGRAMS AND ACTIVITIES, THE CORPORATION SHALL NOT DISCRIMINATE ON THE BASIS OF NATIONALITY, ETHNICITY, SEX, RACE, OR RELIGION.
- (F) **LIABILITY & INDEMNIFICATION:** THE CORPORATION SHALL HAVE THE POWER TO INDEMNIFY, TO PAY EXPENSES TO, AND TO PURCHASE AND MAINTAIN INSURANCE FOR ITS DIRECTORS, OFFICERS, AND OTHER PERSONS TO THE FULL EXTENT PERMITTED BY THE LAW OF THE STATE OF RHODE ISLAND, BUT ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS A CORPORATION EXEMPT UNDER SECTION 501(C)(3) OF THE CODE SHALL NOT BE AFFECTED THEREBY. A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY: (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION; (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.
- (G) **DISSOLUTION:** 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 OF ALL THE DEBTS AND OBLIGATIONS OF THE CORPORATION, SHALL DISTRIBUTE ALL OF THE ASSETS OF THE CORPORATION IN SUCH MANNER, AND TO SUCH ORGANIZATION(S) ORGANIZED

AND OPERATED FOR THE EXEMPT PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION(S) UNDER SECTION 501(C)(3) OF THE CODE, OR TO THE UNITED STATES OF AMERICA, ANY STATE THEREOF, OR ANY POLITICAL SUBDIVISION OF ANY STATE FOR EXCLUSIVELY PUBLIC PURPOSES, AS THE BOARD OF DIRECTORS SHALL DETERMINE.

- (H) SUCCESSOR PROVISIONS: ALL REFERENCES: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; (II) TO THE GENERAL LAWS OF THE STATE OF RHODE ISLAND, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SUCH GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED; AND (III) THE PARTICULAR SECTIONS OF THE INTERNAL REVENUE CODE OR SUCH GENERAL LAWS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR PROVISIONS HEREAFTER ADOPTED.

ATTACHMENT C

**TO
ARTICLES OF INCORPORATION
OF
GNARLY GIVES**

6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Ester Bishop	c/o 241 Cornell Road, Tiverton, Rhode Island, 02878
Joel Bishop	c/o 241 Cornell Road, Tiverton, Rhode Island, 02878
Jason Cullen	c/o 241 Cornell Road, Tiverton, Rhode Island, 02878
Tara McGeachey	c/o 241 Cornell Road, Tiverton, Rhode Island, 02878
Daniel Miller	c/o 241 Cornell Road, Tiverton, Rhode Island, 02878