



**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 Gilbane Companies Charitable Foundation, Inc.

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

(A) TO OPERATE EXCLUSIVELY FOR EDUCATIONAL, CHARITABLE AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW. TO PROVIDE FINANCIAL ASSISTANCE FOR VARIOUS ORGANIZATIONS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A NONPROFIT CORPORATION MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF RHODE ISLAND.

(B) TO DO ANY AND ALL THINGS NECESSARY, SUITABLE OR PROPER FOR THE ATTAINMENT OF ANY AND ALL OF THE FOREGOING PURPOSES, AND, SUBJECT TO THE LIMITATIONS HEREINAFTER CONTAINED, TO ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH A NON-PROFIT CORPORATION MAY BE ORGANIZED UNDER CHAPTER 7-6 OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFORE.

(C) TO OPERATE EXCLUSIVELY FOR SUCH PURPOSES AS WILL NOT DISQUALIFY IT AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, AND NOT WITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NO PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SAID SECTION.

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) A DIRECTOR OF THE CORPORATION WILL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED IMPROPER PERSONAL BENEFIT. IF THE RHODE ISLAND NONPROFIT CORPORATION ACT IS AMENDED TO AUTHORIZE CORPORATE ACTION FURTHER ELIMINATING OR LIMITING THE PERSONAL LIABILITY OF DIRECTORS, THEN THE LIABILITY OF A DIRECTOR OF THE CORPORATION WILL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS PARAGRAPH BY THE CORPORATION WILL NOT ADVERSELY AFFECT ANY RIGHT OR PROTECTION OF A DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR MODIFICATION.

(B) THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET

EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS DIRECTORS, 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 3 HEREOF.

(C) THE CORPORATION SHALL ACT LAWFULLY IN ACCORDANCE WITH 7-6-8 OF THE GENERAL LAWS, 1956, AS AMENDED, PERTAINING TO LIMITATIONS ON POWERS OF CORPORATIONS WHICH ARE ALSO PRIVATE FOUNDATIONS AS DEFINED IN 509(A) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) TO THE EXTENT APPLICABLE.

(D) UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS (AS THAT TERM IS DEFINED BY THE RHODE ISLAND NONPROFIT CORPORATION ACT) OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SHALL NOT INURE TO THE BENEFIT OF OR BE DISTRIBUTED TO ANY PRIVATE SHAREHOLDER OR INDIVIDUAL (INCLUDING, WITHOUT LIMITATION, ANY INDIVIDUAL, DIRECTOR OR OFFICER OF THE CORPORATION). IN ANY EVENT, THE ASSETS OF THE CORPORATION SHALL ONLY BE USED FOR THE BENEFIT OF SUCH ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW). ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT 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.

(E) DURING ANY PERIOD WHEN THE CORPORATION IS CLASSIFIED AS A "PRIVATE FOUNDATION" AS DEFINED IN SECTION 509 OF THE INTERNAL REVENUE CODE, THEN

NOTWITHSTANDING ANY OTHER PROVISIONS IN THESE ARTICLES OF ORGANIZATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY:

1. THE INCOME OF THE CORPORATION FOR EACH TAXABLE YEAR SHALL BE DISTRIBUTED AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT THE CORPORATION TO TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE

INTERNAL REVENUE CODE;

2. THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE;

3. THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE;

4. THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO

SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE;

AND

5. THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED

IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE.

ARTICLE V

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

No. and Street: 7 JACKSON WALKWAY

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is ROBERT J. MURRAY

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 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	EDWARD T. BRODERICK	7 JACKSON WALKWAY PROVIDENCE, RI 02903 USA

DIRECTOR	ROBERT J. MURRAY	7 JACKSON WALKWAY PROVIDENCE, RI 02903 USA
DIRECTOR	ADAM R. JELEN	7 JACKSON WALKWAY PROVIDENCE, RI 02903 USA
DIRECTOR	BRAD A. GORDON	7 JACKSON WALKWAY 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	ROBERT J. MURRAY	7 JACKSON WALKWAY PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 06/18/2024
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 18 Day of June, 2024 at 11:35:50 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.

ROBERT J. MURRAY

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:

June 18, 2024 11:34 AM

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

Gregg M. Amore
Secretary of State

