



State of Rhode Island  
Department of State - Business Services Division

REC'D RIDOS BSD  
24 SEP 11 AM 9:23:30

## 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.

1. The name of the corporation is:

Be Not Afraid, Inc.

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:

The purpose of Be Not Afraid, Inc. is to provide financial assistance to individuals and organizations in need of support. The focus of this support is to benefit individuals and organizations within the population umbrella of the "working poor."

Check the box to indicate an attachment ☐

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:

See attachments

Check the box to indicate an attachment ☒

5. Name and address of the initial registered agent/office in Rhode Island is:

Agent Name

James R. Jahnz

Street Address (NOT a P.O. Box)

c/o Catholic Social Services of RI, 1 Cathedral Square

City  
Providence

State  
RHODE ISLAND

Zip Code  
02903

### MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: [www.sos.ri.gov](http://www.sos.ri.gov)

FILED

SEP 11 2024

BY TA2BO

FORiv: 200- Revised 12/4/2023

ATTACHMENT TO ARTICLES OF INCORPORATION

BE NOT AFRAID, INC.

Article 3

SAID CORPORATION IS ORGANIZED WITHOUT CAPITAL STOCK AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY, 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: (A) FUNDRAISING FOR CHARITABLE PURPOSES; AND (B) TRANSACTING ANY OTHER LAWFUL ACTIVITY OR BUSINESS IN WHICH CORPORATIONS MAY BE ENGAGED UNDER THE RHODE ISLAND NON-PROFIT CORPORATION ACT AS IN EFFECT FROM TIME TO TIME.

Article 4

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 (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE, 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 BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY: (I) 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. (II) 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.

B. 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 (THE "RHODE ISLAND GENERAL LAWS").

C. 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 BY-LAWS OF THE CORPORATION.

D. 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.

E. 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 OR TO ITS MEMBERS 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 OR ITS MEMBERS; (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.

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6. The number of the initial Board of Directors of the Corporation is 4 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Vlado Dukceovich	489 Angell Rd., Lincoln, RI 02865
Eugene A. Gasbarro	38 Sydney Rose Ct., Johnston, RI 02919
James R. Jahnz	5 Samuel Stephens Dr., Lincoln, RI 02865
Marco Giacobbe	9 Victoria Dr., Smithfield, RI 02917

Check the box to indicate an attachment ☐

7. The name and address of each incorporator is:

NAME	ADDRESS
Vlado Dukceovich	489 Angell Rd., Lincoln, RI 02865
Eugene A. Gasbarro	38 Sydney Rose Ct., Johnston, RI 02919
James R. Jahnz	5 Samuel Stephens Dr., Lincoln, RI 02865
Marco Giacobbe	9 Victoria Dr., Smithfield, RI 02917

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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) \_\_\_\_\_

9. 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 Vlado Dukceovich	Date 9/10/24
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Signature of Incorporator

Type or Print Name of Incorporator Eugene A. Gasbarro	Date 9/10/24
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Signature of Incorporator

Type or Print Name of Incorporator James R. Jahnz	Date 9/10/24
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Signature of Incorporator

Type or Print Name of Incorporator Marco Giacobbe	Date 9/10/24
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Signature of Incorporator

If you have any questions, please call us at (401) 222-6673, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).