



**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 Warm a heart Gingerbread

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 PRODUCE GINGERBREAD KITS TO RAISE FUNDS FOR FAMILIES THAT HAVE BASIC ESSENTIAL NEEDS. THE CORPORATION WORKS WITH CITY YEAR AND LIFESPAN.

(B) TO OPERATE EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, 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.

(C) 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, AND 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, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE STATUTE ENACTED IN SUBSTITUTION THEREFOR. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION

SHALL

NOT, EXCEPT TO AN INSUBSTANTIAL

DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THIS

CORPORATION

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) THE CORPORATION SHALL BE NONPROFIT, SHALL NOT HAVE OR ISSUE SHARES OF CAPITAL STOCK, AND SHALL NOT

DECLARE OR PAY DIVIDENDS. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE

DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, 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 3. NO SUBSTANTIAL PART OF THE

ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE

ATTEMPTING, TO INFLUENCE LEGISLATION

(EXCEPT AS OTHERWISE PROVIDED BY SECTION 501(H) OF THE CODE), OR

PARTICIPATING IN, OR INTERVENING IN (INCLUDING

THE PUBLICATION 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 OF INCORPORATION, 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(A) (501(C)(3)) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE

FEDERAL TAX CODE, OR (II) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DESCRIBED BY SECTION 170(C)(2) OF THE

CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, AND DEDUCTIBLE UNDER SECTIONS 170(A) AND

170(B)(1)(A) OF THE 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 THE

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) NO DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR; PROVIDED THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (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.

ARTICLE V

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

No. and Street: CAMERON & MITTLEMAN LLP
301 PROMENADE STREET

City or Town: PROVIDENCE

State: RI

Zip: 02908

The name of its initial registered agent at such address is W. THOMAS HUMPHREYS, ESQ.

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	ELLEN SLATTERY	83 COLONIAL ROAD PROVIDENCE, RI 02906 USA
DIRECTOR	JOE CONLAN	3 CANOCHET TRAIL JOHNSTON, RI 02919 USA

DIRECTOR	GIULANNA GIALIANO	112 WINIFRED AVENUE WARWICK, RI 02889 USA
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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	EILEEN K. TOBIN, CORP PARA	CAMERON & MITTLEMAN LLP, 301 PROMENADE STREET PROVIDENCE, RI 02908 USA

ARTICLE VIII

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

Signed this 3 Day of October, 2024 at 2:33:17 PM 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.
EILEEN K. TOBIN, CORPORATE PARALEGAL

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:

October 03, 2024 02:31 PM

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

Gregg M. Amore
Secretary of State

