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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is..... VETERANS MEMORIAL AUDITORIUM FOUNDATION.....

SECOND: The period of its duration (if perpetual, so state)..... perpetual.....

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

SEE ATTACHMENT

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

SEE ATTACHMENT

FIFTH: The address of the initial registered office of the corporation is 24 Salt Pond Road, Suite B-1, Wakefield, Rhode Island 02879 (add Zip Code), and the name of its initial registered agent at such address is: Mark S. Spangler

SIXTH: 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:

Name	Address
John V. Pagliarini	100 Hoffman Avenue, Apt. 10 Cranston, Rhode Island 02920
Letitia M. Carter	201 Arlington Avenue Providence, Rhode Island 02906
Mark S. Spangler	24 Salt Pond Road, Suite B-1 Wakefield, Rhode Island 02879

SEVENTH: The name and address of each incorporator is:

Name	Address
Mark S. Spangler	24 Salt Pond Road, Suite B-1 Wakefield, Rhode Island 02879

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CORPORATIONS DIVISION
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JAN 16 1991

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon the filing of these Articles of Incorporation.

Dated January 16, 1991

Mark S. Spangler

Incorporator(s)

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

VETERANS MEMORIAL AUDITORIUM FOUNDATION, INC.
Attachment to Articles of Incorporation

Paragraph Third (The purpose or purposes for which the corporation is organized are):

The purpose of the Veterans Memorial Auditorium Foundation is to assist in the operation of the Veterans Memorial Auditorium and to that end engage in the following activities:

1. To work in cooperation with the State of Rhode Island and such other nonprofit organizations which are concerned about the Vet to maintain it as an outstanding facility for the fine and performing arts in the State of Rhode Island, as well as a setting for other appropriate public events and civic ceremonies.
2. To encourage the use of the Vet for events which will entertain and inform the public and contribute to the artistic, educational, civic and spiritual well-being and awareness of the citizens of the State and surrounding area.
3. To facilitate the management and operation of the Vet in a manner which is consistent with the purposes of the Foundation, including, but not limited to, being involved in the establishment and implementation of policies, guidelines and procedures for the rental use of the Vet, production of events at the Vet, ticket sales and distribution, marketing of the Vet and events at the Vet, maintenance, repair and improvement of the building and physical facilities affecting the Vet and other aspects of the operation and management of the Vet, and to employ such persons, businesses and organizations and to enter into such contracts as are deemed appropriate to accomplish the purposes of the Foundation.
4. To obtain financial support for the operation of the Vet from public and private sources by the use of grants and contributions from public and private arts foundations, corporate entities, governmental bodies, the public and other sources, and to use the funds raised by such efforts and funds generated by the use of the Vet to accomplish the purposes and goals of the Foundation.
5. In general to do such acts as are consistent with the purposes of the Foundation and which may be appropriate for a nonprofit corporation under the laws of the State of Rhode Island.

VETERANS MEMORIAL AUDITORIUM FOUNDATION, INC.
Attachment to Articles of Incorporation -- Page Two

Paragraph Fourth: (Provisions for the internal affairs of the corporation and distribution of assets upon dissolution of the corporation):

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 Third 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 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 the applicable subsection of Section 501(c) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Revenue law) or (b) by a corporation contributions to which are deductible under the applicable subsection of Section 170(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law).

(B) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the remaining assets of the corporation to such organization or organizations created and operated for purposes similar to the stated purposes of this corporation and which shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Rhode Island for the county in which the principal office of the corporation is then located, and such disposition shall be exclusively for such purposes or to such organization or organizations which are organized and operated either for purposes similar to the stated purposes of this corporation or which otherwise qualify as an exempt organization under the cited Sections of said Internal Revenue Code as said Court shall determine.

VETERANS MEMORIAL AUDITORIUM FOUNDATION, INC.
Attachment to Articles of Incorporation -- Page Three

(Continuation of Paragraph Fourth provisions)

(C) The corporation shall act lawfully in accordance with Section 7-6-8 of the General Laws of the State of Rhode Island, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The corporation shall not engage in any act of self-dealing under Section 4941 of said Internal Revenue Code, retain any excess business holdings under Section 4943 of said Internal Revenue Code, make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation under Section 4944 of said Internal Revenue Code, or make any taxable expenditures under Section 4945 of said Internal Revenue Code if any of the above activities would give rise to the tax liability imposed by the respective sections of the Code, or the corresponding provision of any future United States Internal Revenue law. The corporation shall distribute amounts for each taxable year at least sufficient to avoid liability for the tax imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) in furtherance of the purposes set forth in Article THIRD hereof.

VETERANS MEMORIAL AUDITORIUM
V·M·A·P·A
 PRESERVATION ASSOCIATION

January 14, 1991

R.I. Secretary of State
 Corporations Division
 100 North Main Street
 Providence, Rhode Island 02903

Dear Corporations Division:

Re: Veterans Memorial Auditorium Foundation

Please be advised that, in accordance with a vote taken by the Board of Directors of the Veterans Memorial Auditorium Preservation Association, we have no objection to the use of the name Veterans Memorial Auditorium Foundation by the non-profit organization proposing to utilize the same.

This letter of consent is limited to an authorization to use the proposed name, Veterans Memorial Auditorium Foundation.

Very truly yours,

Dated: 1/14/91

Dianne R. Chal

Secretary, Veterans Memorial
 Auditorium Preservation Association

SUPPORTERS

Edward D. DiPrete <i>Governor State of Rhode Island and Providence Plantations</i>	Francis Maderna <i>Founder and Conductor Emeritus of Rhode Island Philharmonic</i>	State Ballet of R.I. Festival Ballet of R.I. R.I. Grand Opera R.I. Opera Guild Great Performances Concert Series University of Rhode Island	R.I. Youth Philharmonic R.I. Music Educators Association The New Music Ensemble of Providence Charleston String Quartet The Music School, Inc. Cabot Street Playhouse Rhode Island Sound	Providence Federation of Musicians International Alliance of Theatrical Stage Employees, Local 23 Rhode Island Federation of Music Clubs Rhode Island Veterans of Foreign Wars	American Legion of Rhode Island United Veterans Council Charlotte Mercal Hope Drury Goddard Marion Donnelly Albert Klyberg <i>Director of the R.I. Historical Society</i>	Richard Cummings <i>President and Mrs. Thomas Schutte Rhode Island School of Design</i> Claiborne Pell <i>U.S. Senator</i> John Chafee, <i>U.S. Senator</i> Claudine Schneider <i>U.S. Representative</i>	Ron Machilev <i>U.S. Representative</i> Southeastern New England Theater Organ Society Providence Preservation Society Technical Advisor The R.I. Historical Preservation Commission
Honorary Chairman John O. Pastore <i>Former Governor and U.S. Senator</i>	Andrew Massey <i>Director, R.I. Philharmonic</i> The Musicians of the Rhode Island Philharmonic	Young People's Symphony of R.I.					
Antoinette F. Downing	Civic Chorale and Orchestra						

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