



**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 Next Up Music, Inc.

ARTICLE II

The period of its duration is X Perpetual

ARTICLE III

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

THIS CORPORATION IS FORMED UNDER THE GENERAL LAWS OF RHODE ISLAND
FOR ANY
LAWFUL PURPOSE(S) NOT EXPRESSLY PROHIBITED UNDER TITLE 7, CHAPTER 6 OF
THE
GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED, INCLUDING ANY
PURPOSE
DESCRIBED BY SECTION 7-6-4 OF THE GENERAL LAWS OF RHODE ISLAND.
NOTWITHSTANDING THE FOREGOING, THE CORPORATION IS ORGANIZED
EXCLUSIVELY FOR
CHARITABLE, LITERARY, EDUCATIONAL, AND/OR SCIENTIFIC PURPOSES
("CHARITABLE
PURPOSES"), ALL WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL
REVENUE CODE OF 1986, AS AMENDED, OR THE CORRESPONDING PROVISIONS OF
ANY SUBSEQUENT UNITED STATES TAX LAWS (THE "CODE"). WITHOUT LIMITING
GENERALITY OF THE FOREGOING, AND CONSISTENT WITH SECTION 501(C)(3)
AND
SECTION 509(A)(3) OF THE CODE, THE SPECIFIC PURPOSES OF THE CORPORATION
WILL INCLUDE THE FOLLOWING (A) EVENTS FEATURING YOUNG, SCHOOL-AGED
AND
YOUNG ADULT ARTISTS TO THE PUBLIC AND THE ADVANCEMENT OF MUSICAL
EDUCATION;
(B) ENGAGING IN SUCH OTHER ACTIVITIES AS MAY BE NECESSARY OR DESIRABLE
TO
SUPPORT OR BENEFIT MUSICAL EDUCATION, PERFORMANCE, AND CAREER

DEVELOPMENT

OPPORTUNITIES; (C) POSSESS ALL THE POWERS AUTHORIZED TO NONPROFIT CORPORATIONS UNDER THE RHODE ISLAND NONPROFIT CORPORATION ACT (THE “ACT”), WHICH DO NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, REPRESENT ANY ACTIVITIES OR POWERS THAT ARE NOT IN FURTHERANCE OF THE TAX-EXEMPT PURPOSES OF THE CORPORATION; AND (D) DO ANY AND ALL OTHER ACTS, THINGS OR BUSINESS IN ANY MATTER CONNECTED WITH OR NECESSARY, INCIDENTAL, CONVENIENT OR AUXILIARY TO ANY OF THE PURPOSES SET FORTH ABOVE DIRECTLY OR INDIRECTLY TO PROMOTE THE CHARITABLE PURPOSES OF THE CORPORATION.

THE CORPORATION MAY EXERCISE ALL POWERS CONFERRED UPON CORPORATIONS FORMED UNDER SECTION 7-6-5 OF THE ACT TO ACCOMPLISH THE CORPORATION’S CHARITABLE PURPOSES. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, THE CORPORATION SHALL NOT CONDUCT OR CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CONDUCTED OR CARRIED ON BY AN ORGANIZATION EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE OR BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE.

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. NO PART OF THE CORPORATION’S ASSETS OR NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY MEMBER, OFFICER, DIRECTOR OR OTHER INDIVIDUAL. NO SUBSTANTIAL PART OF ITS ACTIVITIES SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE CODE. THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. UPON LIQUIDATION OR DISSOLUTION OF THE

CORPORATION, AFTER PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION OR DUE
PROVISION THEREFOR, ALL OF THE ASSETS OF THE CORPORATION SHALL BE
DISPOSED
OF PURSUANT TO THE ACT BY DISTRIBUTION TO AN ORGANIZATION WHICH IS
ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE PURPOSES AND
WHICH AT
SUCH TIME HAS ESTABLISHED ITS TAX-EXEMPT STATUS UNDER SECTION
501(C)(3) OF
THE CODE.

B. A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO
THE
CORPORATION OR ITS MEMBERS (IF ANY) 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 AN IMPROPER PERSONAL BENEFIT. IF THE 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
SHALL BE ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY
THE ACT,
AS SO AMENDED. ANY REPEAL OR MODIFICATION OF THE PROVISIONS OF THIS
ARTICLE
BY THE CORPORATION SHALL NOT ADVERSELY AFFECT ANY RIGHT OR
PROTECTION OF A
DIRECTOR OF THE CORPORATION EXISTING AT THE TIME OF SUCH REPEAL OR
MODIFICATION.

C. 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 ACT, 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.

D. IF AT ANY TIME THE CORPORATION IS CLASSIFIED AS A PRIVATE FOUNDATION UNDER THE CODE, THE CORPORATION WILL: (I) DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND IN A MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE; (II) NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE; (III) NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE; (IV) NOT RETAIN ANY EXCESS BUSINESS HOLDINGS WHICH WOULD SUBJECT THE CORPORATION TO TAX UNDER SECTION 4943 OF THE CODE; AND (V) WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE.

ARTICLE V

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

No. and Street: 28 SEABURY DRIVE

City or Town: WESTERLY

State: RI

Zip: 02891

The name of its initial registered agent at such address is VANESSA HARWOOD

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	THOMAS GAMACHE	28 ANNA FARM ROAD W. NORTH STONINGTON, CT 06359 USA
DIRECTOR	KEVIN LOWTHER	17 YARMOUTH DRIVE WESTERLY, RI 02891 USA
DIRECTOR	VANESSA HARWOOD	28 SEABURY DRIVE WESTERLY, RI 02891 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	THOMAS GAMACHE	28 ANNA FARM RD. W NORTH STONINGTON, CT 06359 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 19 Day of November, 2024 at 1:19:46 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.
THOMAS GAMACHE

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:

November 19, 2024 01:18 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized and prominent.

Gregg M. Amore
Secretary of State

