



**State of Rhode Island
Office of the Secretary of State**

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Workers' Cooperative
Articles of Incorporation**

(Chapter 7-6.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Roots of Hope Worker Cooperative, Inc.

☐ This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	1,000.00
PNP	\$0.0000	1,000,000.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

THE MEMBERSHIP SHARES AND PREFERRED SHARES SHALL HAVE THE FOLLOWING RIGHTS, PREFERENCES AND LIMITATIONS:

MEMBERSHIP SHARES

VOTING RIGHTS. THE HOLDERS OF THE MEMBERSHIP SHARES SHALL HAVE THE EXCLUSIVE RIGHT TO VOTE FOR THE ELECTION OF DIRECTORS AND ON ALL OTHER MATTERS REQUIRING ACTION BY THE SHAREHOLDERS OR SUBMITTED TO THE SHAREHOLDERS FOR ACTION, EXCEPT AS OTHERWISE REQUIRED BY LAW, AND EACH SHARE OF MEMBERSHIP SHARES SHALL ENTITLE THE HOLDER THEREOF TO ONE VOTE.

LIMITATIONS. OWNERSHIP OF THE MEMBERSHIP SHARES SHALL BE LIMITED TO EMPLOYEES OF THE COOPERATIVE OR ITS SUBSIDIARIES. NO OWNER OF MEMBERSHIP SHARES MAY HOLD MORE THAN ONE SHARE OF STOCK. HOLDERS OF MEMBERSHIP SHARES SHALL BE DESIGNATED AS "MEMBERS" OF THE COOPERATIVE IN THE BYLAWS OF THE COOPERATIVE, AS FROM TIME TO TIME IN EFFECT (THE "BYLAWS"), AND INDIVIDUALS SEEKING TO BECOME MEMBERS MUST MEET THE REQUIREMENTS FOR MEMBERSHIP STATED IN THE BYLAWS.

PREFERRED SHARES.

DIVIDEND RIGHTS. DIVIDENDS SHALL BE PAYABLE TO HOLDERS OF THE PREFERRED SHARES ("PREFERRED HOLDERS") WHEN, AS, AND IF DECLARED BY THE BOARD OF DIRECTORS. DIVIDENDS SHALL NOT BE CUMULATIVE. PREFERRED STOCK IS NOT ENTITLED TO

PARTICIPATION RIGHTS TO DISTRIBUTION PAID TO MEMBERS.
REDEMPTION BY COOPERATIVE. THE COOPERATIVE RESERVES THE RIGHT TO REDEEM ANY OR ALL PREFERRED SHARES AT ANY TIME, AT THE SOLE DISCRETION OF THE BOARD OF DIRECTORS. IF THE COOPERATIVE ELECTS TO REDEEM PREFERRED SHARES, HOLDERS OF THE REDEEMED SHARES ARE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE AMOUNT ORIGINALLY PAID FOR THE PREFERRED SHARES AS ADJUSTED FOR ANY FUTURE STOCK SPLITS, STOCK DIVIDENDS, RECAPITALIZATIONS OR THE LIKE ("ORIGINAL ISSUE PRICE") OF THEIR SHARES PLUS ALL DECLARED BUT UNPAID DIVIDENDS ("REDEMPTION PRICE"). THE COOPERATIVE WILL NOTIFY PREFERRED HOLDERS OF THE COOPERATIVE'S INTENTION TO REDEEM SUCH PREFERRED HOLDERS' SHARES IN WRITING AT LEAST THIRTY (30) DAYS BEFORE THE EFFECTIVE DATE OF THE REDEMPTION.
REDEMPTION BY HOLDER. PREFERRED HOLDERS ARE ENTITLED TO REQUEST REDEMPTION OF THEIR PREFERRED SHARES AT THE REDEMPTION PRICE BY SUBMITTING A WRITTEN REQUEST FOR REDEMPTION TO THE COOPERATIVE. IF THE BOARD OF DIRECTORS DETERMINES THAT A REQUESTED REDEMPTION MAY IMPAIR THE COOPERATIVE'S ABILITY TO OPERATE EFFECTIVELY, THE BOARD OF DIRECTORS MAY LIMIT, POSTPONE, OR REFUSE THE REDEMPTION.
VOTING RIGHTS. PREFERRED HOLDERS SHALL HAVE NO VOTING RIGHTS, EXCEPT AS REQUIRED BY LAW.
CONVERSION RIGHTS. THE PREFERRED SHARES ARE NONCONVERTIBLE.

ARTICLE III

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

No. and Street: 314 LOWELL AVE
#4
City or Town: PROVIDENCE State: RI Zip: 02909
The name of its initial registered agent at such address is VANESSA URENA

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

PERSONAL LIABILITY OF DIRECTORS TO COOPERATIVE. NO DIRECTOR SHALL HAVE PERSONAL LIABILITY TO THE COOPERATIVE FOR MONETARY DAMAGES FOR BREACH OF HIS OR HER FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE COOPERATIVE OR ITS SHAREHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL

MISCONDUCT OR A KNOWING VIOLATION OF LAW, (III) FOR IMPROPER DISTRIBUTIONS UNDER SECTION 7-1.2-614 (OF THE “RHODE ISLAND BUSINESS CORPORATION ACT”) OR (IV) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

INDEMNIFICATION. THE COOPERATIVE SHALL INDEMNIFY TO THE FULLEST EXTENT PERMITTED BY LAW ANY INDIVIDUAL WHO IS A PARTY TO A PROCEEDING BECAUSE HE OR SHE IS A DIRECTOR OR OFFICER OF THE COOPERATIVE AGAINST LIABILITY INCURRED IN THE PROCEEDING IS: (I)(A) HE OR SHE CONDUCTED HIMSELF OR HERSELF IN GOOD FAITH; AND (B) HE OR SHE REASONABLY BELIEVED THAT HIS OR HER CONDUCT WAS IN THE BEST INTERESTS OF THE COOPERATIVE OR THAT HIS OR HER CONDUCT WAS AT LEAST NOT OPPOSED TO THE BEST INTERESTS OF THE COOPERATIVE AND (C) IN THE CASE OF ANY CRIMINAL PROCEEDING, HE OR SHE HAD NO REASONABLE CAUSE TO BELIEVE HIS OR HER CONDUCT WAS UNLAWFUL; OR (II) HE OR SHE ENGAGED IN CONDUCT FOR WHICH HE OR SHE SHALL BE LIABLE UNDER A PROVISION OF THE ARTICLES OF INCORPORATION AUTHORIZED BY SECTION 7-1.2-814 (BUSINESS CORPORATION ACT), OR ANY SUCCESSOR PROVISION TO SUCH SECTION. NOTWITHSTANDING THE FOREGOING PROVISIONS OF THIS SECTION, THE COOPERATIVE SHALL NOT INDEMNIFY ANY DIRECTOR OR OFFICER AGAINST (1) LIABILITY TO THE COOPERATIVE, OR (2) LIABILITY FOR ANY CONDUCT FROM WHICH SUCH DIRECTOR OR OFFICER DERIVED ANY IMPROPER PERSONAL BENEFIT.

IF THE LAWS OF THE STATE OF RHODE ISLAND ARE HEREAFTER AMENDED FROM TIME TO TIME TO INCREASE THE SCOPE OF PERMITTED INDEMNIFICATION, INDEMNIFICATION HEREUNDER SHALL BE PROVIDED TO THE FULLEST EXTENT PERMITTED OR REQUIRED BY ANY SUCH AMENDMENT.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	VANESSA URENA	314 LOWELL AVE PROVIDENCE, RI 02909 US
INCORPORATOR	JA'NELL HENRY	4980 N. MAIN ST FALL RIVER, MA 02720 US
INCORPORATOR	TRISTANLYLE FERN	113 KAY ST NEWPORT, RI 02840 US

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date: 02/05/2025

Signed this 5 Day of February, 2025 at 1:29:53 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 § 7-1.2.*

 VANESSA URENA
 JA'NELL HENRY
 TRISTANLYLE FERN

Form No. 100
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:

February 05, 2025 01:27 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

