



**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 The Rhode Island Life Science Fund, 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 OR PURPOSES 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, RELIGIOUS, 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 (THE "CODE").

THE CORPORATION MAY EXERCISE ALL POWERS CONFERRED UPON CORPORATIONS FORMED
UNDER SECTION 7-6-5 OF THE GENERAL LAWS OF RHODE ISLAND IN ORDER TO
ACCOMPLISH THE CORPORATION'S CHARITABLE PURPOSES. NOTWITHSTANDING ANY
OTHER PROVISION OF THE ARTICLES OF INCORPORATION OR BYLAWS, 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, AS AMENDED, OR BY AN ORGANIZATION, CONTRIBUTIONS TO
WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE. ALL OF THE
CORPORATION'S ASSETS SHALL BE DEVOTED TO CARRYING OUT SUCH PURPOSES. IN
ADDITION, IN THE EVENT THE CORPORATION IS CLASSIFIED AS A PRIVATE
FOUNDATION UNDER THE CODE, THE CORPORATION (I) WILL 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, OR THE
CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; (II) WILL NOT
ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE
CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; (III)
WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER
SECTION 4944 OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE
FEDERAL TAX CODE; (IV) WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS WHICH

WOULD SUBJECT THE CORPORATION TO TAX UNDER SECTION 4943 OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; AND (V) WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

NO PART OF THE CORPORATION’S NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL, NO SUBSTANTIAL PART OF ITS ACTIVITIES SHALL BE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND IT 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 DISSOLUTION OF THE CORPORATION OR THE WINDING UP OF ITS AFFAIRS, THE ASSETS OF THE CORPORATION SHALL BE DISTRIBUTED EXCLUSIVELY TO CHARITABLE ORGANIZATIONS WHICH WOULD THEN QUALIFY UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ITS TREASURY REGULATIONS AS THEY NOW EXIST OR AS THEY MAY BE HEREAFTER AMENDED AND/OR TO ANY CHARITABLE ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(1) OR (C)(2)(B) OF THE INTERNAL REVENUE CODE AND ITS TREASURY REGULATIONS (INCLUDING, BUT NOT LIMITED TO, ORGANIZATIONS QUALIFYING UNDER SECTION 170(C)(1) OR (C)(2)(B) WHICH ARE (I) GOVERNMENTAL UNITS (OR AN INTEGRAL PART THEREOF) OR (II) ORGANIZATIONS EXEMPT FROM INCOME TAX UNDER SECTION 115(1) OF THE INTERNAL REVENUE 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:

NONE

ARTICLE V

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

No. and Street: ONE FINANCIAL PLAZA, WESTMINSTER STREET, SUITE 2800
C/O TROUTMAN PEPPER LOCKE, LLP

City or Town: PROVIDENCE State: RI Zip: 02903

The name of its initial registered agent at such address is DOUGLAS GRAY, 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	MARK TURCO MD	C/O THE RHODE ISLAND LIFE SCIENCE HUB, 225 DWYER STREET PROVIDENCE, RI 02903 USA
DIRECTOR	STEFAN PRYOR	C/O THE RHODE ISLAND LIFE SCIENCE HUB, 225 DWYER STREET PROVIDENCE, RI 02903 USA
DIRECTOR	ARMAND SABITONI	C/O THE RHODE ISLAND LIFE SCIENCE HUB, 225 DWYER STREET PROVIDENCE, RI 02903 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	MARK TURCO MD	C/O THE RHODE ISLAND LIFE SCIENCE HUB, 225 DWYER STREET PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 10/20/2025
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 21 Day of October, 2025 at 10:37:05 AM 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.
MARK TURCO, MD

Form No. 200
Revised 09/07



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 20, 2025 11:31 AM

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

Gregg M. Amore
Secretary of State

