



State of Rhode Island
Department of State - Business Services Division

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Articles of Incorporation
 DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: MS Support Corporation II		
2. The period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are: See attachment sheets		
Check the box to indicate an attachment <input checked="" type="checkbox"/>		
4. Provisions, if any, not consistent 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: See attachment sheets		
Check the box to indicate an attachment <input checked="" type="checkbox"/>		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Meeting Street		
Street Address (NOT a P.O. Box) 1000 Eddy Street		
City Providence	State RHODE ISLAND	Zip Code 02905

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
See attachment sheets	

Check the box to indicate an attachment

7. The name and address of each incorporator is:

NAME	ADDRESS
Rita M. Schwantes	101 Arch Street, Suite 1101, Boston, MA 02110

Check the box to indicate an attachment

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

- Date received (Upon filing)
- Later effective date (Date must be no more than 30 days from the date of filing) _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Incorporator	Date
Rita M. Schwantes	2.6.23

Signature of Incorporator
Rita M. Schwantes

Type or Print Name of Incorporator	Date

Signature of Incorporator

Type or Print Name of Incorporator	Date

Signature of Incorporator

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

Attachment Sheet

MS Support Corporation II

ARTICLE 3

MS Support Corporation II (the "*Corporation*") is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States Internal Revenue law (the "*Code*"). In furtherance of the Corporation's purpose, the specific objectives of the Corporation shall be to: (i) raise funds and support the functions of and carry out the purposes of Meeting Street, a Rhode Island nonprofit corporation ("*Meeting Street*"), so long as Meeting Street continues to be organized and operated for exempt purposes within the meaning of section 501(c)(3) of the Code; (ii) engage in activities and perform functions that Meeting Street would otherwise have to perform; (iii) own, lease and maintain the site or sites at which Meeting Street is located; (iv) otherwise benefit, through the provision of financial support and services, Meeting Street; and (v) engage in any lawful act or activity in furtherance of the foregoing, provided such activities are not in violation of, or inconsistent with, the Corporation's status as a charitable organization under section 501(c)(3) of the Code or a nonprofit corporation organized under the Rhode Island Nonprofit Corporation Act.

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Attachment Sheet

MS Support Corporation II

ARTICLE 4

- A. The Corporation shall have in furtherance of its corporate purposes all of the powers specified under and by virtue of Chapter 7-6 of the Rhode Island General Laws as now in force or as hereafter amended; provided, however, that no such power shall be exercised in a manner inconsistent with the exemption from federal income tax to which the Corporation shall be entitled under Section 501(c)(3) of the Code.
- B. Except as may be otherwise required by law or these Articles of Incorporation, the Bylaws of the Corporation may be altered, amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of the total number of directors of the Corporation entitled to vote at any annual meeting of the directors or at any special meeting of the directors; provided, however, that no such alteration, amendment or repeal, or adoption of new Bylaws, shall in any way authorize or permit the Corporation to be operated other than exclusively for educational or charitable purposes, or for any purpose or in any manner that would deprive it of exemption from federal or state income taxes.
- C. No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as such officer or director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, except to the extent that such exemption from liability is permitted under Chapter 7-6 of the Rhode Island General Laws. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- D. Upon the liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of the law), the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all property and assets of the Corporation which remain after providing for the repayment of its debts and obligations shall be conveyed and transferred to Meeting Street so long as such organization continue to be organized and operated for exempt purposes within the meaning of Section 501(c)(3) of the Code, other than for religious purposes, or if not then so exempt, to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Code, other than for religious purposes.
- E. No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among, distributed to, or inure to the benefit of any member, officer or director of the Corporation or any private individual or organization organized and operated for profit (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

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Attachment Sheet

MS Support Corporation II

the purposes so stated above) or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall consist of 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 distributing of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

- F.** It is intended that the Corporation shall be entitled to exemption from federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be a private foundation under Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws. In the event that the Corporation is a private foundation as the term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of incorporation or the bylaws of the Corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

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Attachment Sheet

MS Support Corporation II

ARTICLE 6

The number of the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

Honorable Roger N. Begin	1000 Eddy Street, Providence, RI 02905
John M. Kelly	1000 Eddy Street, Providence, RI 02905
Denise M. Parent	1000 Eddy Street, Providence, RI 02905
Zoraida M. Ramirez	1000 Eddy Street, Providence, RI 02905
Jhomphy Ventura	1000 Eddy Street, Providence, RI 02905

MS SUPPORT CORPORATION
1000 Eddy Street
Providence, RI 02905

February 3, 2023

VIA EMAIL: DATAENTRY@SOS.RI.GOV

Secretary of the State of Rhode Island
Business Services Division
148 W. River Street
Providence, RI 02904

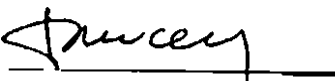
Re: MS SUPPORT CORPORATION II

To Whom It May Concern:

MS SUPPORT CORPORATION hereby consents to the use of "MS SUPPORT CORPORATION" in connection with the formation of the new entity to be named "MS SUPPORT CORPORATION II."

Sincerely,

MS SUPPORT CORPORATION

By: 

Name: John M. Kelly

Title: Authorized Signatory



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 06, 2023 12:08 PM

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

Gregg M. Amore
Secretary of State

