



State of Rhode Island
Department of State - Business Services Division

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Restated Articles of Incorporation

DOMESTIC Non-Profit Corporation

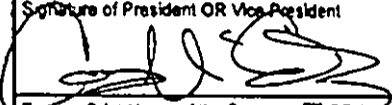
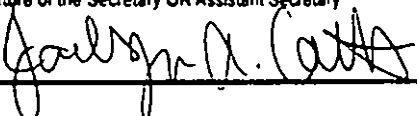
→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-42, the undersigned corporation executes the following Restated Articles of Incorporation for the purpose of restating its Articles of Incorporation, as amended, in a single instrument:

1. Entity ID Number: 000030469	2. The name of the corporation is: Meals on Wheels of RI, Inc.
3. The Restated Articles of Incorporation and if applicable, designated amendment(s), were adopted in the following manner: CHECK ONE BOX ONLY	
<input type="checkbox"/> The restated articles and/or amendment(s) were adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.	
<input type="checkbox"/> The restated articles and/or amendment(s) were adopted by a consent in writing on _____ signed by all members entitled to vote with respect thereto.	
<input checked="" type="checkbox"/> The restated articles and/or amendment(s) were adopted at a meeting of the Board of Directors held on <u>April 29, 2024</u> , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.	
4. Briefly describe the amendment(s), if applicable:	
1. Article Third is amended to more accurately state the corporation's purpose. 2. Article Fourth is amended to set forth provisions for the regulation of the internal affairs of the corporation. 3. The Amended and Restated Articles of Incorporation are attached hereto and incorporated herein by reference.	
Check the box to indicate an attachment <input checked="" type="checkbox"/>	Check the box to indicate no amendments <input type="checkbox"/>

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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5. The attached Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation, as previously amended. The Restated Articles of Incorporation, together with the designated amendments, if any, supersede the original Articles of Incorporation.	
6. Date when these Restated Article of Incorporation will be effective: CHECK ONE BOX ONLY	
<input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 30 days from the date of filing) _____	
Under penalty of perjury, we declare and affirm that we have examined these Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print Corporate Name Meals on Wheels of RI, Inc.	
Type or Print Name of the President <input checked="" type="checkbox"/> OR Vice President <input type="checkbox"/>	Date
Corey McCarty	5/3/2024
Signature of President OR Vice President 	
Type or Print Name of the Secretary <input checked="" type="checkbox"/> OR Assistant Secretary <input type="checkbox"/>	Date
Jaclyn Cotter	5/3/2024
Signature of the Secretary OR Assistant Secretary 	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
Meals on Wheels of RI, Inc.

ARTICLE I

The name of the corporation is: Meals on Wheels of RI, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

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

The purposes of the Corporation are to provide and support charitable and educational programs and services to meet nutritional and social needs of older adults and other qualifying populations in order to help them maintain safe and independent lifestyles and such other activities as are both incidental to the foregoing and permitted by the Rhode Island Nonprofit Corporation Act, R.I. Gen Laws § 7-6-1 et seq. and otherwise consistent with Section 501(c)(3) 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:

(A) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer or director of the Corporation or any private individual, 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 its exempt purposes. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(B) 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

(C) Upon the dissolution of the Corporation, the Corporation's assets shall not be conveyed to any organization created or operated for profit or to any individual, and all of the remaining assets of the Corporation, after the payment of all of the liabilities of the Corporation, shall be conveyed or distributed to one or more organizations with purposes similar to the purposes of the Corporation and exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Code). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(D) The Corporation may exercise all other rights and powers conferred upon corporations formed under Rhode Island General Laws, Chapter 7-6, as now in force or as hereafter amended; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of the Corporation.

ARTICLE V

The name and address of the registered agent/office in Rhode Island is:

Benjamin L. Rackliffe, Esq.
Pannone Lopes Devereaux & O'Gara LLC
1301 Atwood Avenue, Suite 215 N
Johnston, RI 02919

ARTICLE VI

The number of the initial Board of Directors of the Corporation is 15 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lauren Amaral	5 Iedgemont Lane, Dartmouth, MA 02748
Marylou Buyse	59 Greenlake Drive, Greenville, RI 02828
Jaclyn Cotter/Secretary	497 Washington Street, #2, Providence, RI 02903
Ted Fischer	32 Cedar Avenue, Barrington, RI 02806
Megan Herne/Vice President	118 Barret Avenue, #1, North Providence, RI 02904
Giselle Mahoney	282 Shore Acres Avenue, North Kingstown, RI 02852
Kristin Matsko	9 Dory Road, Warwick, RI 02886
Corey McCarty/President	75 Tomahawk Trail, Cranston, RI 02921
Kevin Millonzi	11 Curson Street, West Warwick, RI 02893
Jocelyn Nacci	15 Heritage Drive, Lincoln, RI 02865
Elizabeth Phillips, Esq.	1370 Warwick Avenue, Warwick, RI 02888

Phanida Phivilay
Christina Pitney/Treasurer
Joseph Rotella
Gregory W. Smolan

42 Roger Williams Drive, Johnston, RI 02919
125 Hamilton Drive, East Greenwich, RI 02818
27 Colony Drive, Johnston, RI 02919
1 Shelter Lane, Cumberland, RI 02864

ARTICLE VII

These Amended and Restated Articles of Incorporation shall become effective upon filing.

(Signature Page Follows)

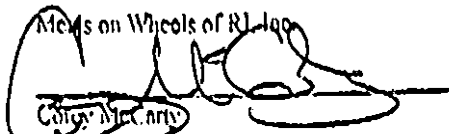
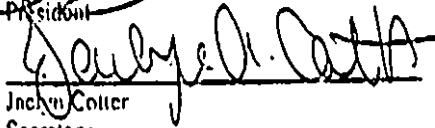
Under penalty of perjury, we declare and affirm that we have examined these Amended and Restated Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Meals on Wheels of RI, Inc.

Corey McCarty
President

Jaclyn Cotter
Secretary

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

Meds on Wheels of RI, Inc.

Colby McCarty
President

Jacob Colter
Secretary



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:

May 07, 2024 01:14 PM

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

Gregg M. Amore
Secretary of State

