



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$35.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (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 Vitamin USA

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

Mission Statement:

Purpose:

To serve and relieve the poor by supplying food free of charge within the meaning of exempt under section 501(c)(3) of the Internal Revenue Code. The food distributed is typically, but is not limited to, fruits and vegetables.

Vitamin USA is to act exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

How:

The charity raises money through its directors, its volunteers, their friends, and others willing to donate. The charity then purchases goods (typically fruits and vegetables) and distributes this food on scheduled days (the number of days per year that the charity will distribute depends on the amount of funds that the charity is able to raise). Distribution typically occurs in areas that are known to have inhabitants in need.

Why:

The charity combats hunger and assists those who are malnourished in the U.S. The charity hopes that the food it provides gives its recipients the vitamins, energy, and nourishment needed to score better in school, perform better at work, or attain a job so that recipients can break the potential cycle of poverty that can affect generations of families.

Where:

The charity focuses on Providence, RI, New York City, NY and Boston, MA. However, the charity is not limited to these areas.

Other:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Vitamin USA will supply to the public (upon request) the following: Forms 1023, Form 990 and Form 990-T, Vitamin USA's major governing documents, Vitamin USA's conflict of interest policy, and Vitamin USA's financial statements. Vitamin USA reserves the right to charge a transaction fee for such documents. Vitamin USA will only distribute these documents if they have been completed or updated in the past 18 months.

Vitamin USA will show its financial statements to any members of the public within 3 months of a request to view the Financial Statements. Vitamin USA will work with the requestor to set up a time to view the statements.

No members of the Board of Directors are to be paid for services rendered by Vitamin USA under any circumstances.

All investments or other transactions of over \$1000 must be approved by the majority of the Board of Directors. A record of such approval must be kept on file by Vitamin USA. Vitamin USA must document in writing the date and terms of all material approved compensation arrangements. Vitamin USA will document in writing (or attain receipts detailing) any approved compensation arrangements. All votes against compensation arrangements that are later approved by the majority of the Board of Directors will be kept on file with the organization.

Vitamin USA, its Board of Directors, and its staff should not destroy any material documents pertaining to the organization's governance or financial transactions. If a member of the Board of Directors or Staff is found to have destroyed material documents he/she will be given a written warning and a 2 month suspension from the organization. If a person is found to violate the document retention policy a second time, he/she will be suspended from the organization indefinitely. If a member of the organization

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:

N/A

ARTICLE V

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

No. and Street: 84 DEERFIELD RD
City or Town: CRANSTON State: RI Zip: 02920

The name of its initial registered agent at such address is JOSEPH LOMBARDO III

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 | JOSEPH LOMBARDO III | 84 DEERFIELD RD CRANSTON, RI 02920 USA |
| DIRECTOR | AUBREY LOMBARDO | 84 DEERFIELD RD CRANSTON, RI 02920 USA |
| DIRECTOR | KEVIN KRUPSKI | 20 WATER ST FOXBORO, MA 02035 USA |
| DIRECTOR | MEGHAN GRADY | 3 HERITAGE ROAD BARRINGTON, RI 02806 USA |
| DIRECTOR | GARRETT COOKE | 600 BOSTON NECK ROAD NORTH KINGSTOWN, RI 02852 USA |
| DIRECTOR | JAN HALASKA | 140 SOUTH ST FOXBORO, MA 02035 USA |

ARTICLE VII

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 | JOSEPH ANTHONY LOMBARDO III | 84 DEERFIELD RD CRANSTON, RI 02920 USA |

ARTICLE VIII

Date when corporate existence is to begin 05/15/2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 15 Day of May, 2009 at 8:18:14 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.*

JOSEPH ANTHONY LOMBARDO III

Form No. 200
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

