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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

FILED
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By AMF
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11-40484

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Johnston Educational Foundation

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
See Exhibit A attached hereto and made a part hereof

4. 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:
See exhibit B attached hereto and made a part hereof

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5. The address of the initial registered office of the corporation is 387 George Waterman Rd.
(Street Address, not P.O. Box)
Johnston, RI 02919, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Glenn Haskins
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 9
(not less than three directors)
 and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
See Exhibit C	attached hereto and made a part hereof

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
See Exhibit D	attached hereto and made a part hereof

8. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

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.

Date: October 25, 2007

Glenn C Haskins
Robert DiStasio
Edward Carl
Michael Talt
Raymond A. Dominguez
Regina J. S. ...
Kimberly J. Costiglioni
 Signature of each Incorporator

EXHIBIT A

(Pertaining to Article Third)

The specific purpose or purposes for which this Corporation is organized is:

- (i) To improve, promote, sponsor, and enhance the quality of the educational experience for public school students and their school communities within the Town of Johnston, Rhode Island ("Town") at all grade levels irrespective of race, creed national origin, religion or gender;
- (ii) To encourage private sector reinvestment and new investment in public education and community development and planning within the Town, to educate and provide technical assistance to the private sector, residents of the Town, and Town officials in connection with such public education and community development and planning, to work cooperatively with the private sector, residents of the Town, and Town officials to promote public education and community development and planning, and to facilitate a cooperative working relationship between the private sector, residents of the Town, and Town officials for the purposes of fostering public education and community development and planning;
- (iii) To assist in the implementation and realization of programs of local, state, and federal agencies operating in the field of public education within the Town;
- (iv) To encourage, promote, or in any other way aid other non-profit charitable and educational neighborhood and community sponsors;
- (v) To receive and administer funds for educational and charitable purposes as set forth herein and to that end take and hold, by bequest, devise, gift, purchase, or otherwise, any property, real, personal tangible or intangible;
- (vi) To sell, convey and dispose of any such property and invest or reinvest the principle thereof and deal with and expand any such property or the income there from for any of the aforementioned purposes, without limitation, and to do any and all things necessary or proper in connection or incidental to the hereinbefore mentioned purposes within such limitations as are prescribed by law.
- (vii) To operate, function and exist as a non-profit charitable organization, the net income and assets of which shall be used only for the charitable purposes set forth herein and no part of the net income which shall inure wholly or in part to the benefit of any individual, whether a member or a director of the Corporation or otherwise, except that the Corporation may pay reasonable compensation for services rendered, by majority vote, and make payment and distributions in furtherance of such purposes as set forth herein.
- (viii) To establish joint ventures and subsidiary entities to promote and advance such purposes as set forth herein; and

- (ix) To carry on such other lawful activities consistent with the charitable purposes set forth herein for which a corporation may be formed under Title 7, Chapter 6 of the Rhode Island General Laws (1956), as amended (the "Act").

EXHIBIT B

(Pertaining to Article Fourth)

The Corporation is not organized for profit, and no part of the net income or profit of the corporation shall result in a benefit for any member, officer, or director, or be distributable to any member, officer, or director (except that reasonable reimbursement of expenses incurred will be allowed with the approval by majority vote of the Board of Directors of the Corporation. Additionally, promotional items used to identify and promote the Corporation will not be deemed a benefit or compensation. In the event of the liquidation of the Corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation the balance of all money, assets, and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Board of Directors or, in default thereof, an order of a court of competent jurisdiction in the State of Rhode Island, be used by, or distributed to, the State of Rhode Island or one or more organizations that would then qualify under Section 501(c)(3) of the Code and the regulations promulgated hereunder, such property to be used by the State of Rhode Island or such Section 501(c)(3) organization(s) to accomplish the charitable purposes for which the Corporation is organized.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not have the power to do any thing or take any action which would cause it to cease to qualify as an exempt non-profit corporation under Section 501(c)(3) of the Code.

The nine members Board of Directors shall manage the business, property, and affairs of the Corporation by majority vote, in the absence of some of the directors a quorum shall be allowed to conduct business. No director or officer of the Corporation shall have personal liability to the Corporation or to its members for monetary damages for breach of such director's or officer's duty as a director or officer, provided that this provision shall not eliminate or limit the liability of such director or officer: (i) for any breach of such director's or officer's duty of loyalty to the Corporation and its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director or officer derived an improper personal benefit.

EXHIBIT C

(Pertaining to Article Sixth)

NAME	ADDRESS
Kim Castiglioni	39 Cavalcade Blvd. Johnston, RI 02919
Elaine Cabral	8 Grant St Johnston, RI 02919
Michelle Tammelleo	47 Morgan Ave, Unit 28, Johnston, RI 02919
Ray Domaingue	1 Jasmine Ln., Johnston, RI 02919
Glenn Haskins	3 Barber Ct. Johnston, RI 02919
Heather McDougall	8 Disarro Ave. Johnston, RI 02919
Mike Murray	14 Barnes Ave Johnston, RI 02919
Pete DiLorenzo	445 Central Ave Johnston, RI 02919
Lynn DeNoncour	6 Meadow Ave, Johnston, RI 02919

EXHIBIT D

(Pertaining to Article Seventh)

NAME	ADDRESS
Kim Castiglioni	39 Cavalcade Blvd. Johnston, RI 02919
Elaine Cabral	8 Grant St Johnston, RI 02919
Michelle Tammelleo	47 Morgan Ave, Unit 28, Johnston, RI 02919
Ray Domaingue	1 Jasmine Ln., Johnston, RI 02919
Glenn Haskins	3 Barber Ct. Johnston, RI 02919
Mike Murray	14 Barnes Ave Johnston, RI 02919
Pete DiLorenzo	445 Central Ave Johnston, RI 02919
Lynn DeNoncour	6 Meadow Ave, Johnston, RI 02919