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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

OCT 25 2007

By AMP
3:00
IF 40530

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 New England Educational Services Agency

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:
To engage in any and all lawful acts and activities for which a corporation may
be organized pursuant to the Rhode Island Nonprofit Corporation Act, as amended,
including, but not limited to, those purposes set forth in Exhibit A attached
hereto and incorporated herein by reference.

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:
All provisions relating to the regulation of the internal affairs of the corporation
shall be contained in the bylaws.

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SECRETARY OF STATE
CORPORATIONS DIV

5. The address of the initial registered office of the corporation is 317 Iron Horse Way, Suite 301
(Street Address, **not** P.O. Box)
Providence, RI 02908, and the name of its initial registered agent at such
(City/Town) (Zip Code)
 address is Gary R. Pannone
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Three (3)
(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>
<u>Michael P. Lauro</u>	<u>63 Cathedral Avenue, Providence, RI 02908-1901</u>
<u>Dr. Peter A. Shocket</u>	<u>36 Whittier Road, Jamestown, RI 02835-1542</u>
<u>Dr. John Drottar</u>	<u>4 Arcadia Road, Weymouth, MA 02188-2701</u>
_____	_____
_____	_____
_____	_____

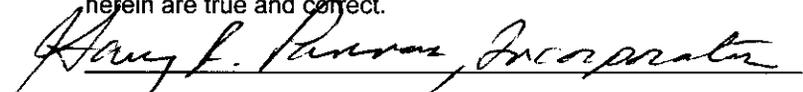
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Gary R. Pannone</u>	<u>c/o Pannone Lopes & Devereaux LLC</u>
_____	<u>317 Iron Horse Way, Suite 301</u>
_____	<u>Providence, RI 02908</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin upon filing of these Articles of Incorporation.
(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 23, 2007


 Gary R. Pannone, Sole Incorporator

 Signature of each Incorporator

New England Educational Services Agency (“NEESA”)

Exhibit A
To
Articles of Incorporation

NEESA is organized exclusively for educational, charitable and fraternal purposes and in addition to its programmatic function shall assist in the process of raising funds and offering grants to other non-profits. NEESA’s mission includes developing programs, products and services for the educational sector and non-profit organizations, is a resource for those providing for the educational needs of students in the K-16 population and is authorized to engage in any and all lawful activities necessary to accomplish the foregoing purposes.

NEESA shall also be authorized to make distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of NEESA shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that NEESA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of NEESA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NEESA 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, NEESA 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 (or corresponding section of any future Federal tax code); or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of NEESA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

If the named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of NEESA shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).