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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

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 Prudence Island School 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:
to engage in activities and raise funds to support the perpetual existence of a one-room school house
located on Prudence Island, and any other lawful purpose in accordance with the Rhode Island Non-Profit
Corporation Act. The corporation is organized exclusively for charitable, religious, educational and/or
scientific 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 corresponding section
of any future tax code.
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 A annexed hereto and made a part hereof.

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5. The address of the initial registered office of the corporation is One Citizens Plaza, 8th Floor
(Street Address, not P.O. Box)
Providence, RI 02903, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Adler Pollock & Sheehan P.C.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 6
(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>
Allan Bearse	PO Box 157, 294 Narragansett Rd, Prudence Island, RI 02872
Patricia J Rossi	PO Box 183, 869 Neck Farm Rd, Prudence Island, RI 02872
Robert Marshall	PO Box 178, 13 Holbrook Ave., Prudence Island, RI 02872
Jennifer Young	PO Box 226, Prudence Island, RI 02872
Grace H. McEntee	PO Box 301, Prudence Island, RI 02872
Ann Marshall	PO Box 178, 13 Holbrook Ave., Prudence Island, RI 02872

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Elizabeth M. Noonan	One Citizens Plaza, 8th Floor, Providence, RI 02903

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: April 22, 2009

Elizabeth M. Noonan

Signature of each Incorporator

EXHIBIT A
to the Articles of Incorporation of
Prudence Island School Foundation

(a) The corporation shall have no members.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, directors, 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 of the Articles of Incorporation. 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 provisions 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 section of any future federal tax code (the "Code") or (b) by a corporation, contribution, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the State of Rhode Island for a public purpose.

(d) The corporation will distribute its income for each tax 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.

(e) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(h) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.



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

