

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Donald R. Rasmussen,
Russell B. Long, Cynthia N. Pierce, Marilyn H. Marler and
Fred E. Nelson

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of
The Little Shepherd Preschool

THIRD. Said corporation is constituted for the following purposes:
To educate and provide supervision for children of a pre-school age, and to undertake such related activities as may be necessary or convenient to the fulfillment of the foregoing purposes; provided however, that the Corporation's purposes shall notwithstanding the foregoing be limited to one or more of the purposes set forth in Section 501(c) (3) of the United States Internal Revenue Code, as amended from time to time, or in the corresponding provision of any future United States internal revenue law.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:— (See §§ 7-6-7, 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial and manufacturing enterprises within the state, and to whose members no profit shall ensue. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in Cranston, Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH The power and authority to conduct the business and affairs of the corporation shall be vested solely in a Board of Directors, except as otherwise provided by law or the bylaws. Without limiting the generality of the foregoing, a majority of the Board of Directors holding office at the time shall have the power to authorize the sale, lease, mortgage or other disposition of all or any portion of the assets of the corporation. The number of Directors, the manner of their election, their terms of office, and all other matters pertaining to the constitution of the Board of Directors and the proceedings thereof shall be as provided in the bylaws.

SIXTH: The initial bylaws of the Corporation shall be adopted by the incorporators. Thereafter, the bylaws may be amended from time to time by vote of the Board of Directors, in the manner provided in the bylaws.

SEVENTH: The corporation shall not have or issue shares of stock or pay dividends.

EIGHTH: No part of the net earnings of the corporation shall inure ~~to the benefit of or be distributable to the Board of 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 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 any candidate for public office.~~

Notwithstanding any other provision of these Articles of Association, the corporation shall not carry on any activities which would cause it to be disqualified as a corporation described in Sections 170(c)(2) or 501(c)(3) of the United States Internal Revenue Code, as amended from time to time, (or the corresponding provisions of any future United States internal revenue law). These Articles of Association shall not be altered or amended in derogation of the foregoing provisions of this Article EIGHTH.

NINTH: Upon any dissolution or termination of the existence of ~~the corporation,~~ the corporation, all of its property and assets shall, after payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be distributed for exclusively charitable or educational purposes to an organization or organizations exempt from taxation under Section 501(c)(3) of said Internal Revenue Code or such corresponding provision.

In Testimony Whereof, We have hereunto set our hands and stated our residences this
twenty-fifth day of September A. D. 1979

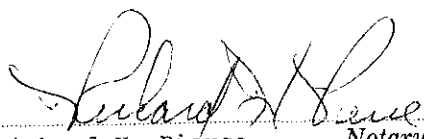
NAME	RESIDENCE
Donald R. Rasmussen	125 Belmont Road Cranston
Russell B. Long	131 Glen Hills Dr. Cranston
Cynthia N. Pierce	74 West Blue Ridge Rd, Cranston
Marilyn H. Marler	61 Sunny Cove Dr., Warwick
Fred E. Nelson	269 WOODBINE ST., CRANSTON

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }

In the City of Cranston
~~Town~~ }

in said county this 25th day of September A. D. 1979, then
personally appeared before me Donald R. Rasmussen, Russell B. Long,
Cynthia N. Pierce, Marilyn H. Marler and Fred E. Nelson

each and all known to me and known by me to be the parties executing the foregoing
instrument, and they severally acknowledged said instrument by them subscribed to be
their free act and deed.


Richard H. Pierce Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

The Little Shepherd Preschool

FILED 11/14/79 3500BL

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

NOV 15 1979

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[Signature]