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ID Number: 160411



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

DEC 21 2006

By AK
RIOUFF

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 East Providence Education 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 1100 Aquidneck Avenue
(Street Address, not P.O. Box)
Middletown, RI 02842, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Robert M. Silva, Esq.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is _____
(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>See Exhibit C attached hereto and made a part hereof.</u>	

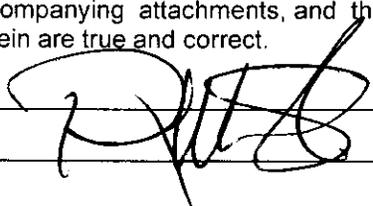
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert M. Silva, Esq.</u>	<u>1100 Aquidneck Avenue, Middletown, RI 02842</u>

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)

Date: 12/19/10

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.



Signature of each Incorporator

EXHIBIT A
[Pertaining to Article Third]

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

- (i) To improve, promote, sponsor, and enhance the quality of the educational experience for public school students and their school communities within the City of East Providence, Rhode Island (the "City") 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 City, to educate and provide technical assistance to the private sector, residents of the City, and City officials in connection with such public education and community development and planning, to work cooperatively with the private sector, residents of the City, and City officials to promote public education and community development and planning, and to facilitate a cooperative working relationship between the private sector, residents of the City, and City officials for 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 City;
- (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 and reinvest the principal 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 of 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 and make payments 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 inure to the benefit of any member, officer or director, or be distributable to any member, officer or director (except that reasonable compensation may be paid for services rendered to or on behalf of the Corporation). 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 provision of these Article 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 business, property and affairs of the Corporation shall be managed by a Board of Directors who shall act by a majority vote. 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]
Names and Addresses of Initial Directors

Manuel Vinhateiro
20 Berwick Place
East Providence, RJ 02916

William Conley, Esq.
3 Bridgham Court
East Providence, RI02916

Valerie Perry
30 Wannamoisett Avenue
East Providence, RI 02914

Peter G. Barilla. Sr.
12 Miller Avenue
East Providence, RI 02916

Roberto DaSilva
82 Dover Avenue
East Providence, RI 02914

Dr. Jacqueline B. Forbes
61 Adams Point Road
Barrington, RI 02806