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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

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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 Jewish Day School of Providence

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 establish, maintain, and operate a non-profit educational institution for learning and for providing educational services to students at the pre-kindergarten, kindergarten, primary, elementary, and/or secondary level, as well as education in Jewish traditions, values, culture, and religion.

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 Addendum to Articles of Incorporation.

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5. The address of the initial registered office of the corporation is 325 Angell Street
(Street Address, not P.O. Box)
Providence, RI, RI 02906, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Orson and Brusini Ltd.
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 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>Bruce A. Wolpert, Esq.</u>	<u>c/o 10 Dorrance Street, Suite 530, Providence, RI 02903</u>
<u>Marisa Garber</u>	<u>c/o 10 Dorrance Street, Suite 530, Providence, RI 02903</u>
<u>David Hirsch</u>	<u>c/o 10 Dorrance Street, Suite 530, Providence, RI 02903</u>

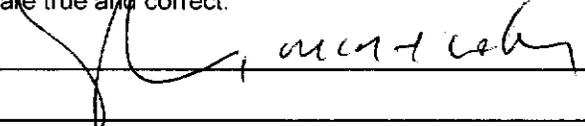
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Stephen M. Brusini, Esq.</u>	<u>325 Angell Street, Providence, RI 02906</u>

8. Date when corporate existence is to begin October 3, 2011
(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: August 9, 2011



Signature of each Incorporator

ADDENDUM TO ARTICLES OF INCORPORATION OF

Jewish Day School of Providence

FOURTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

Jewish Day School of Providence (the "Corporation") is or will be organized as a tax-exempt organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and is subject to the following limitations under this Article Fourth:

1. The Corporation is not organized for profit and it shall not have any power to issue certificates of stock or to pay dividends.
2. Notwithstanding any other provisions of these Articles of Incorporation, 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 Code. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.
3. In the event of dissolution, termination, or final liquidation of the Corporation, whether voluntary, involuntary, or by operation of law, and after payment of or making provision for all the Corporation's debts and liabilities of every nature and description, the Board of Directors shall dispose of all remaining assets of the Corporation exclusively for the lawful purposes of the Corporation in such manner or to such other organizations as shall at the relevant time be permitted for organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for the lawful purposes of the Corporation in such manner or to such other organizations as shall at the relevant time be permitted for organizations under Section 501(c)(3) of the Code.
4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purpose as set forth in these Articles. 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 or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.
5. Pursuant to R.I.G.L. § 7-6-15, as amended, the Corporation shall have no members, and all of the powers, rights, and duties normally vested in the members shall instead be vested in the Board of Directors of the Corporation.



State of Rhode Island and Providence Plantations
DEPARTMENT OF EDUCATION
Shepard Building
255 Westminster Street
Providence, Rhode Island 02903-3400

Deborah A. Gist
Commissioner

September 30, 2011

Ms. Kathryn McCaughey
Assistant to the Director
Division of Business Services
Office of the Secretary of State
148 W. River Street
Providence, RI 02904

**Re: Jewish Day School of Providence
Articles of Incorporation**

Dear Ms. McCaughey:

I am writing to inform you that the Jewish Day School of Providence complies with the requirements of R.I.G.L. 16-40-1(b).

Sincerely,

Deborah A. Gist
Commissioner of Education

c: Dr. Rosemary Burns

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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

