



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Leap Frog Childrens Academy Inc.

This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended. (Uncheck if inapplicable.)

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CWP	\$1.0000	100.00

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

1. THE SHAREHOLDERS SHALL NOT DISPOSE OF ALL OR ANY PART OF THEIR STOCK OF THE CORPORATION, NOW OWNED OR HEREAFTER ACQUIRED BY THEM, WITHOUT THE WRITTEN CONSENT OF THE OTHER SHAREHOLDERS, OR IN THE ABSENCE OF SUCH WRITTEN CONSENT, WITHOUT FIRST GIVING TO THE OTHER SHAREHOLDERS AND THE CORPORATION AT LEAST THIRTY DAYS (30) DAYS WRITTEN NOTICE BY CERTIFIED MAIL OF HIS OR ITS INTENTION TO ENCUMBER OR DISPOSE OF THE STOCK. THE NOTICE SHALL CONTAIN THE PRICE THAT THE SHAREHOLDER IS WILLING TO DISPOSE OF THE STOCK, THE NAME AND ADDRESS OF THE PERSON TO WHOM THE SHAREHOLDER INTENDS TO TRANSFER THE STOCK IF THE OFFER IS NOT ACCEPTED BY THE CORPORATION. WITHIN THE THIRTY (30) DAY PERIOD, THE CORPORATION SHALL CALL A SPECIAL MEETING OF THE SHAREHOLDERS. AT SUCH MEETING ALL THE STOCK OF THE SHAREHOLDER DESIRING TO MAKE ANY SUCH DISPOSITION SHALL BE OFFERED FOR SALE AND SHALL BE SUBJECT TO AN OPTION TO PURCHASE ON THE PART OF THE CORPORATION WHICH OPTION SHALL BE EXERCISED, IF AT ALL, AT THE TIME OF SUCH MEETING. THE SHAREHOLDER OFFERING THE STOCK SHALL NOT BE ENTITLED TO VOTE AT ANY MEETING CALLED FOR THE PURPOSE OF CONSIDERING SUCH OFFER. THE PURCHASE PRICE BY THE CORPORATION SHALL BE THE LOWEST PRICE AT WHICH THE OFFERING SHAREHOLDER IS WILLING TO DISPOSE OF HIS OR ITS STOCK, AND SUCH PURCHASE PRICE SHALL BE PAYABLE IN CASH OR BY CERTIFIED OR BANK CHECK WITHIN SIXTY (60) DAYS OF THE EXERCISE OF THE OPTION.

2. IF ALL OF THE STOCK OF THE OFFERING SHAREHOLDER IS NOT PURCHASED BY THE CORPORATION IN ACCORDANCE WITH THE PROVISIONS OF SECTION 1 OF THIS ARTICLE FIVE THEN THE STOCK NOT SO PURCHASED SHALL BE OFFERED FOR SALE AND SHALL BE SUBJECT TO AN OPTION TO PURCHASE ON THE PART OF THE OTHER SHAREHOLDERS, WHICH OPTION, SHALL BE EXERCISED, IF AT ALL, AT THE TIME OF THE MEETING OF SHAREHOLDERS CALLED PURSUANT TO PROVISIONS OF SECTION 1. THE PURCHASE PRICE AND THE PAYMENT OF THE PURCHASE PRICE

SHALL BE AS PROVIDED IN SECTION 1.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 48 TOLLGATE ROAD
City or Town: WARWICK State: RI Zip: 02886

The name of its initial registered agent at such address is SUSAN MARTIN

ARTICLE IV

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

N/A

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	SUSAN MARTIN	36 THAYER AVENUE NARRAGANSETT, RI 02886 USA

ARTICLE VII

These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date: 11/2/2011

Signed this 2 Day of November, 2011 at 2:46:40 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

SUSAN MARTIN

Revised 09/07

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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

