

Filing Fee: \$35.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 Civic RI Roosevelt Ave Charter Corp.

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 assist not-for-profit charter school operators in the development of new school facilities by holding title to property which will be developed as new charter schools.

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CORPORATIONS DIV
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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:

Additional terms set forth in Exhibit A attached hereto are incorporated herein and made a part hereof.

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5. The address of the initial registered office of the corporation is:

Pannone Lopes Devereaux & West LLC, 317 Iron Horse Way

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02908

(Zip Code)

and the name of its initial registered agent at

such address is John R. Gowell, Jr.

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 10

(not less than 3 directors)

and the names and address of the persons who are to serve as the initial directors are:

Name

Address

See Exhibit A

7. The name and address of each incorporator is:

Name

Address

John R. Gowell, Jr.

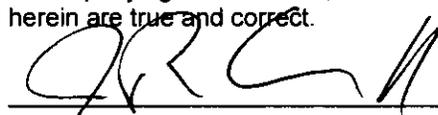
Pannone Lopes Devereaux & West LLC, 317 Iron Horse Way

Providence, RI 02908

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 30th day after the date of this filing - Upon filing.

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: March 23, 2012



Signature of each Incorporator

**EXHIBIT A
TO
ARTICLES OF INCORPORATION
OF**

CIVIC RI ROOSEVELT AVE CHARTER CORP.

FIRST: The Corporation is organized exclusively for the charitable purpose of holding title to property, collecting income from the property, and distributing all of the income from the property, less expenses, to Civic Builders, Inc., a New York not-for-profit corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code, as amended (the "Code"), as an organization described in Section 501(c)(4) of the Code. The Corporation is empowered to retain a part of the income collected from the property to pay for (a) ordinary and necessary expenses paid or incurred which are appurtenant to the ownership of the property, (b) reasonable additions to depreciation reserves (if any) and other reserves necessary for holding title to and maintaining the property, and (c) indebtedness on the property to which it holds title. The Corporation is empowered to do and perform all acts necessary to accomplish the above-mentioned corporate purposes.

SECOND: The Corporation is not organized for pecuniary profit or financial gain. All income and earnings of the Corporation shall be used exclusively for corporate purposes. No part of the net income or net earnings of the Corporation shall inure to the benefit or profit of any member, trustee, director or officer of the Corporation or any private individual, firm, corporation or association, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Paragraph First hereof, and no member, trustee, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

THIRD: The manner of election or appointment of directors, and the term, qualifications and rights thereof shall be set forth in the Corporation's by-laws as permitted by General Laws of Rhode Island, Chapter 7-6.

FOURTH: The names and addresses of the initial directors of the Corporation are as follows:

Brian Olson
44 Mayo Avenue
Greenwich, CT 06830

Mimi Clarke Corcoran
570 North Street
Harrison, NY 10528-1012

Brahm Cramer
21 East 79th Street
New York, NY 10021

Winston Fisher
299 Park Avenue
New York, NY 10171

David Loo
250 Park Avenue South, 3rd Floor
New York, NY 10003

Ron Moelis
1865 Palmer Avenue
Larchmont, NY 10538

J. David Sweeny
One Plaza Street, Apt. 3D
Brooklyn, NY 11237

Ann Tirschwell
58 Reade Street, Apt. 4
New York, NY 10007

David Umansky
32 Strong Place, Apt. 2
Brooklyn, NY 11231

Mark VanBrunt
1 East Washington Street, Suite 2250
Phoenix, AZ 85004

FIFTH: Upon the dissolution of the Corporation, its board of directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute or arrange for the distribution of all of the assets of the Corporation to any one or more other organizations which then are described in Section 501(c)(4) of the Code as the board of directors shall elect in its discretion, subject to the laws of the State of Rhode Island.

SIXTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code.

SEVENTH: In furtherance of the purposes set forth above, the Corporation is organized and operated exclusively for charitable purposes described in Section 501(c)(4) of the Code that qualify it for exemption from federal income taxation under Section 501(a) of the Code. No

substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) of the Code or otherwise, and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: The sole member of the Corporation is Civic Builders, Inc., a New York not-for-profit corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, with an office at 304 Hudson Street, 3rd Floor, New York, New York 10013.

NINTH: All references in these Articles to sections of the Code shall be construed to mean and include the corresponding provisions of any future United States internal revenue law, and all references to Chapters and Sections of the laws of the State of Rhode Island shall be construed to mean and include the corresponding provisions of any future Rhode Island law.

TENTH: If any term or provision of these Articles of Incorporation is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby, but each such remaining term and provision shall be given effect to the fullest extent permitted by law.



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

