

Filing Fee: \$50.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIV  
2012 JUN -7 AM 11:23

**NON-PROFIT CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is ASSOCIATION OF INDEPENDENT COLLEGES OF ART AND DESIGN, INC.
- It is incorporated under the laws of MARYLAND
- The date of its incorporation is SEPTEMBER 26, 1991
- The address of its principal office in the state or country under the laws of which it is incorporated is:  
NO ADDRESS IN MARYLAND. CURRENT PRINCIPAL OFFICE IS:  
3957 22ND STREET, SAN FRANCISCO CA 94114
- The address of its proposed registered office in Rhode Island is 150 GROVE STREET  
(Street Address, not P.O. Box)  
LINCOLN, RI 02865 and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is DEBORAH L. OBALIL  
(Name of Agent)

- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
THE ASSOC. OF INDEPENDENT COLLEGES OF ART + DESIGN  
IS A NON-PROFIT ASSOCIATION SERVING 4 SPECIALIZED  
ART SCHOOLS IN THE U.S. AND CANADA. OUR PURPOSES  
ARE: TO CONNECT AND STRENGTHEN THE MEMBER  
COLLEGES, AND TO INFORM THE PUBLIC ABOUT ART  
AND DESIGN CAREERS AND STUDYING ART AND  
DESIGN AT THE COLLEGE LEVEL. WE DO RESEARCH AND  
DATA ANALYSIS, PROVIDE CAREER + COLLEGE ADVICE TO  
STUDENTS + PARENTS, HOLD SYMPODIA + WORKSHOPS  
FOR THE MEMBER COLLEGES, AND OPERATE JOINT PROGRAMS  
THAT SAVE THE MEMBERS MONEY. FILED

JUN 07 2012  
172138 11:23

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>SEE ATTACHED ROSTER FOR BOARD OF DIRECTORS</u>	
Director		
Director		
President	} <u>OFFICERS ARE ON ATTACHED LIST IN <b>BOLD</b></u>	
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: MAY 25, 2012

ASSOCIATION OF INDEPENDENT COLLEGES OF ART AND  
Print Exact Name of Corporation Making Application DESIGN, INC.

By Tom Malley  
 President or  Vice President (check one)

AND  
By Heise Miller  
 Secretary or  Assistant Secretary (check one)

## **AICAD Board of Trustees 2011-12**

Daniel Doz, President  
Alberta College of Art & Design  
1407 14th Avenue NW  
Calgary AB T2N 4R3 Canada  
Daniel.doz@acad.ca

John Sullivan President  
Art Academy of Cincinnati  
1212 Jackson Street  
Cincinnati OH 45202-1706  
jsullivan@artacademy.edu

Lorne Buchman, President  
Art Center College of Design  
1700 Lida Street  
Pasadena CA 91103-7197  
Lorne.buchman@artcenter.edu

Stan Trecker, Dean  
Art Institute of Boston  
700 Beacon Street  
Boston MA 02215-2598  
strecker@aiboston.edu

Steve Beal, President  
California College of the Arts  
5212 Broadway  
Oakland CA 94618  
sbeal@cca.edu

Steven Lavine, President  
California Institute of the Arts  
24700 McBean Parkway  
Valencia CA 91355  
slavine@calarts.edu

Grafton Nunes, President  
Cleveland Institute of Art  
11141 East Boulevard  
Cleveland OH 44106-1710  
gnunes@cia.edu

**Richard Rogers, President (Treasurer)**  
**College for Creative Studies**  
**201 East Kirby**  
**Detroit MI 48202-4034**  
**rogers@collegeforcreativestudies.edu**

Dennison Griffith, President  
Columbus College of Art & Design  
107 North 9th Street  
Columbus OH 43215-1758  
dgriffith@ccad.edu

Saskia Bos, Dean  
Cooper Union School of Art  
30 Cooper Square  
New York NY 10003-7183  
sbos@cooper.edu

Catherine Armour, Provost  
Corcoran College of Art & Design  
500 17th Street NW  
Washington DC 20006-4804  
carmour@corcoran.org

Nancy Uscher, President  
Cornish College of the Arts  
1000 Lenora Street  
Seattle WA 98121  
nuscher@cornish.edu

Ron Burnett, President  
Emily Carr University of Art & Design  
1399 Johnston Street  
Vancouver BC V6H3R9 Canada  
rburnett@ecuad.ca

Jacqueline Chanda, President  
Kansas City Art Institute  
4415 Warwick Boulevard  
Kansas City MO 64111-1874  
jchanda@kcai.edu

Jonathan Burke, President  
Laguna College of Art & Design  
2222 Laguna Canyon Road  
Laguna Beach CA 92651-1136  
jburke@lagunacollege.edu

Debra Petke, President  
Lyme Academy College of Fine Arts  
84 Lyme Street  
Old Lyme CT 06371  
dpetke@lymeacademy.edu

Don Tuski, President  
Maine College of Art  
522 Congress Street  
Portland ME 04101  
[dtuski@meca.wsu](mailto:dtuski@meca.wsu)

Fred Lazarus, President  
Maryland Institute College of Art  
1300 W. Mount Royal Avenue  
Baltimore MD 21217-4191  
[flazarus@mica.edu](mailto:flazarus@mica.edu)

Dawn Barrett, President  
Massachusetts College of Art & Design  
621 Huntington Avenue  
Boston MA 02115-5882  
[Dawn.barrett@massart.edu](mailto:Dawn.barrett@massart.edu)

Ron Jones, President  
Memphis College of Art  
1930 Poplar Avenue  
Memphis TN 38104-2764  
[rjones@mca.edu](mailto:rjones@mca.edu)

Neil Hoffman, President  
Milwaukee Institute of Art & Design  
273 East Erie Street  
Milwaukee WI 53202  
[nhoffman@miad.edu](mailto:nhoffman@miad.edu)

Jay Coogan, President  
Minneapolis College of Art & Design  
2501 Stevens Avenue South  
Minneapolis MN 55404-4347  
[Jay\\_coogan@mcad.edu](mailto:Jay_coogan@mcad.edu)

Stephen Immerman, President  
Montserrat College of Art  
23 Essex Street  
Beverly MA 01915  
[simmerman@montserrat.edu](mailto:simmerman@montserrat.edu)

Happy Fernandez, President  
Moore College of Art & Design  
20th Street & The Parkway  
Philadelphia PA 19103-1179  
[hfernandez@moore.edu](mailto:hfernandez@moore.edu)

Dr. Daniel O'Brien, Acting President  
NSCAD University  
5163 Duke Street  
Halifax NS B3J 3J6 Canada  
[president@nscad.ca](mailto:president@nscad.ca)

Sara Diamond, President  
OCAD University  
100 McCaul Street  
Toronto ON M5T 1W1 Canada  
[sdiamond@ocad.ca](mailto:sdiamond@ocad.ca)

**Denise Mullen, President (Secretary)**  
**Oregon College of Art & Craft**  
**8245 SW Barnes Road**  
**Portland OR 97225**  
[dmullen@ocac.edu](mailto:dmullen@ocac.edu)

Samuel Hoi, President  
Otis College of Art & Design  
9045 Lincoln Boulevard  
Los Angeles CA 90045-3505  
[shoi@otis.edu](mailto:shoi@otis.edu)

**Tom Manley, President (Vice Chair)**  
**Pacific Northwest College of Art**  
**1241 NW Johnson Street**  
**Portland OR 97209**  
[tmanley@pnca.edu](mailto:tmanley@pnca.edu)

Joel Towers, Dean  
Parsons The New School for Design  
66 Fifth Avenue  
New York NY 10011  
[towersj@newschool.edu](mailto:towersj@newschool.edu)

Jeffrey Carr, President  
Pennsylvania Academy of the Fine Arts  
118 North Broad Street  
Philadelphia PA 19102-9791  
[jcarr@pafa.edu](mailto:jcarr@pafa.edu)

Mary Colleen Heil, President  
Pennsylvania College of Art & Design  
204 North Prince Street  
Lancaster PA 17608-0059  
[mcheil@pcad.edu](mailto:mcheil@pcad.edu)

Thomas Schutte, President  
Pratt Institute  
200 Willoughby Avenue  
Brooklyn NY 11205-3899  
tschutte@pratt.edu

Ellen Meyer, President  
Watkins College of Art, Design & Film  
2298 Rosa L. Parks Blvd.  
Nashville TN 37228  
emeyer@watkins.edu

John Maeda, President  
Rhode Island School of Design  
2 College Street  
Providence RI 02903-2784  
president@risd.edu

**Larry Thompson, President (Chair)**  
**Ringling College of Art & Design**  
**2700 North Tamiami Trail**  
**Sarasota FL 34234-5896**  
**lthompson@ringling.edu**

Charles Desmarais, President  
San Francisco Art Institute  
800 Chestnut Street  
San Francisco CA 94133-2299  
cdesmarais@sfai.edu

Walter Massey, President  
School of the Art Institute of Chicago  
37 South Wabash Avenue  
Chicago IL 60603-3103  
wmassey@saic.edu

Chris Bratton, President  
School of the Museum of Fine Arts  
230 The Fenway  
Boston MA 02115-5596  
cbratton@mfa.org

David Rhodes, President  
School of Visual Arts  
209 East 23rd Street  
New York NY 10010-3994  
drhodes@sva.edu

Sean Buffington, President  
University of the Arts  
320 South Broad Street  
Philadelphia PA 19102  
sbuffington@uarts.edu

ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF INDEPENDENT COLLEGES OF ART AND  
DESIGN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 26, 1991 AT 3:26 O'CLOCK P.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

20.00

RECORDING  
FEE PAID:

20.00

SPECIAL  
FEE PAID:

D3293433

TO THE CLERK OF THE COURT OF

BALTIMORE CITY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
PIPER & MARBURY  
1100 CHARLES CENTER SOUTH  
36 SOUTH CHARLES STREET  
BALTIMORE MD 21201

065C3050018

A 368961



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOI 10.

I hereby certify that this is a true and complete copy of the  
page document on file in this office, DATED 5-31-92

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

Custodian

BY *[Signature]*  
This stamp replaces our previous certification system. Effective: 6/95

**ASSOCIATION OF INDEPENDENT COLLEGES OF ART AND DESIGN, INC.**

**(a non-stock corporation)**

**ARTICLES OF INCORPORATION**

FIRST: THE UNDERSIGNED, Daniel A. Pliskin, whose address is 36 South Charles Street, Baltimore, Maryland 21201 being at least eighteen years of age, acting as incorporator, does hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

Association of Independent Colleges of Art and Design, Inc.

THIRD: The Corporation is formed to further and promote exclusively, charitable, religious, educational and scientific purposes, and the business and objects to be carried on and promoted by it are:

(1) To further the cause of education in the field of visual art and design and to promote the objectives and interests of the member schools of visual art and design.

(2) To act and serve primarily as a not-for-profit corporation through and by means of which independent colleges or schools of art may:

(a) More effectively and efficiently achieve and carry out their separate purposes and aims;

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

9-26-91 at 3:26 p.m.

STATE DEPT. OF  
ASSESSMENTS & TAXATION  
RECEIVED  
26 3 PM 26 91 SEP

-1-

12698611

(b) Develop, promote, and maintain programs and projects in support of the membership's educational objectives;

(c) Increase public understanding, recognition, and support;

(d) Enlist the cooperation of other institutions in educational programs beneficial to the field of visual art; and

(e) Engage in any other lawful activities which may be beneficial to the member institutions.

(3) To plan for and effect improvements in aspects of programs of the member colleges and schools of art including, but not limited to: library facilities and services; instructional programs; administrative and personnel procedures; fundraising and development; use of technology; business services; purchasing; student services; auxiliary enterprises; accounting methods and records maintenance; admissions and registration records, policies, and procedures; student activities, programs, and services; facilities and programs of all kinds; and, in general, to do any and all things which are lawful and serve the best interests of the member institutions.

(4) To take and hold by gift, grant, devise, or bequest either absolutely or in trust, for any purpose identified as a purpose of the Corporation, money, funds, and real or personal property, without limitation as to kind or nature or amount; to

administer, invest, reinvest, apply, expend, use, and dispose of any such property; to carry out the directions and exercise the powers contained in any will, deed of trust, contract or other instrument under which any such property is acquired.

(5) To buy, sell, convey, mortgage, pledge, lease, invest, reinvest, or otherwise deal in its property, real and personal, as it shall deem for its best interests; to borrow from banks or other institutions; and to carry out and discharge any of the purposes hereinabove set forth, either directly or by contribution to other organizations, corporations, foundations, or institutions furthering the same or similar purposes.

(6) To engage in other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United

States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

✓  
FOURTH: The present address of the principal office of the Corporation in this State is 1300 Mount Royal Avenue, Baltimore, Maryland 21217.

FIFTH: The name and address of the resident agent of the Corporation in this State are P & M Agent Corporation, 36 South Charles Street, Baltimore, Maryland 21201. Said resident agent is a Maryland corporation.

SIXTH: The Corporation is not organized for profit and shall have no capital stock or be authorized to issue any capital stock. The Corporation shall have members.

SEVENTH: The membership of the Corporation shall be as provided for in the By-Laws of the Corporation, and the initial members of the Corporation shall be Parsons School of Design, The Maryland Institute, Cooper Union School of Art, and Portland School of Art.

EIGHTH: The management of the Corporation shall be vested in a Board of Trustees. The number of trustees of the Corporation

shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the trustees who will serve until the first annual meeting and until their successors are elected and qualify are as follows: Charles S. Olton (as representative of the Parsons School of Design), Fred Lazarus IV (as representative of The Maryland Institute), Lee Anne Miller (as representative of the Cooper Union School of Art) and Roger Gilmore (as representative of the Portland School of Art). The trustees shall be elected in the manner provided in the By-Laws.

NINTH: The following provisions are hereby adopted for the purpose of defining, adopting, limiting and regulating the powers of the Corporation and of the trustees and the members.

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(2) Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), provided that the Corporation shall not dispose of

any assets by distributing them to an institution the membership of which has been terminated prior to the date of dissolution, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board of Trustees shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court of Baltimore City or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(3) The Corporation shall indemnify (a) its trustees, to the fullest extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers, to the same extent it shall indemnify its trustees; and (c) its officers who are not trustees, to such further extent as shall be authorized by the Board of Trustees and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income

tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(4) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no trustee or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of trustee and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to trustees and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(5) During any fiscal year of the Corporation that it is determined to be a private foundation as defined in section

509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law):

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

(6) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and all contributions to the Corporation are made subject to this provision unless otherwise specifically stated in writing at the time of making the contribution.

The enumeration and definition of particular powers of the Board of Trustees included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Trustees under the General Laws of the State of Maryland now or hereafter in force, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under Federal Law for any organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and contributions

to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions under any future United States Internal Revenue Law).

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on September 26, 1991.

WITNESS:

H. Gregory Baskin

Daniel A. Fliskin  
Daniel A. Fliskin



# 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*

