



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

Fee: \$35.00

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

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is The Center for the Transformation of Higher Education to Work

ARTICLE II

The period of its duration is Perpetual _____

ARTICLE III

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

The research, design and development of new ideas in higher education and employment; and any activities ancillary and related to such purpose and which fall under the non-profit guidelines of the Internal Revenue Service of the United States and of the State of Rhode Island.

ARTICLE IV

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:

A. SAID ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

B. NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION 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 THE PURPOSE CLAUSE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE ORGANIZATION 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.

C. NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE

ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (I) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (II) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

D. UPON THE DISSOLUTION OF THE ORGANIZATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION 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 PURPOSE.

ARTICLE V

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

No. and Street: FONTAINE DECARVALHO & BELL LLP
ONE DAVOL SQUARE, PENTHOUSE

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is KAS R. DECARVALHO, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	ELLIOT WASHOR	10930 VIACHA COURT SAN DIEGO, CA 92124 USA
DIRECTOR	STANLEY GOLDSTEIN	325 PUBLIC ST. PROVIDENCE, RI 02905 USA
DIRECTOR	NANCY BAIN	228 BURDICK DR. CRANSTON, RI 02920 USA

ARTICLE VII

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	KAS R. DECARVALHO ESQ.	ONE DAVOL SQUARE, PENTHOUSE PROVIDENCE, RI 02903 USA

ARTICLE VIII

Date when corporate existence is to begin 12/12/2012

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 12 Day of December, 2012 at 10:37:23 AM 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 § 7-6.*

Enter signature(s) below.

KAS R. DECARVALHO, ESQ.

Form No. 200
Revised 09/07

© 2007 - 2012 State of Rhode Island and Providence Plantations
All Rights Reserved



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

