

Filing Fee: \$50.00



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

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 APR 26 PM 4:30
SECRETARY OF STATE
CORPORATIONS DIV

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:

1. The name of the corporation is Achievement First, Inc.
2. It is incorporated under the laws of Connecticut
3. The date of its incorporation is July 2, 2003
4. The address of its principal office is 403 James Street, New Haven, CT 06513
5. The address of its proposed registered office in Rhode Island is Hinckley, Allen & Snyder LLP, 50 Kennedy Plz, Ste. 1500
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is HASLAW, Inc.
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Management company to provide services relative to the operation of charter schools

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APR 26 2013

BY 196056

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

	<u>Name</u>	<u>Address</u>
Director	<u>Jon John D. Sackler</u>	<u>1 Stamford Forum, Stamford, CT 06901</u>
Director	<u>Doug Borchard</u>	<u>2 Canal Park, Cambridge, MA 02141</u>
Director	<u>William R. Berley, Chairman</u>	<u>475 Steamboat Road, Greenwich, CT 06830</u>
President	<u>Jon D. Sackler</u>	<u>1 Stamford Forum, Stamford, CT 06901</u>
Vice President		
Treasurer / Record Keeper Secretary	<u>Doug Borchard</u>	<u>2 Canal Park, Cambridge, MA 02141</u>

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, I 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: April 26, 2013

Achievement First, Inc.

Print Exact Name of Corporation Making Application

[Signature]
Signature of ☒ President or ☐ Vice President (check one)

Jon D. Sackler

[Signature]
Signature of ☐ Secretary or ☐ Assistant Secretary (check one)
Doug Borchard, Record Keeper

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State, and keeper of the seal thereof,
DO HEREBY CERTIFY, that the certificate of incorporation of

ACHIEVEMENT FIRST, INC.

a domestic NONSTOCK corporation, was filed in this office on July 02, 2003. The following is a list of
all documents filed in this office:

Filing Type: -----	File Date/Time: -----	Effective Date/Time: -----
CERTIFICATE OF INCORPORATION	July 02, 2003 02:02 PM	
ORGANIZATION AND FIRST REPORT	May 31, 2005 08:30 AM	May 31, 2005 08:30 AM
REPORT (2006)	March 30, 2007 03:31 PM	
REPORT (2007)	January 07, 2008 02:49 PM	
REPORT (2008)	August 10, 2008 08:25 AM	
REPORT (2009)	October 30, 2009 10:08 AM	
REPORT (2010)	August 17, 2010 05:20 PM	
REPORT (2011)	August 26, 2011 12:30 PM	
CHANGE OF AGENT FOR SERVICE OF PROCESS	June 27, 2012 12:00 PM	June 27, 2012 12:00 PM
REPORT (2012)	July 30, 2012 05:45 PM	

Office of the Secretary of the State of Connecticut

A certificate of dissolution has not been filed, the corporation has filed all annual reports, and so far as indicated by the records of this office such corporation is in existence.



Secretary of the State

Date Issued: April 09, 2013

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

APRIL 11, 2013

CYNTHIA CARVALHO KLANESKI
HINCKLEY ALLEN & SNYDER, LLP
20 CHURCH STREET
HARTFORD, CT 06103

RE: Request for Certificate or Copies

Business Name:
ACHIEVEMENT FIRST, INC.

Work Order Number: 2013108692-001
Type of Request: CERTIFIED COPY
Work Order Payment Received: 105.00
Payment Received: 105.00
Credit on Account: 2499.00
Customer Id: 000308053

Attached is the information you requested.

VALERIE PEARCE
Commercial Recording Division
860-509-6007

REQUEST FOR COPIES LIST

TRANSACTION ID

2013108692-001

FILING NUMBER	NUMBER OF PAGES	TYPE	VOLUME	START PAGE
0002586043	0005	B	00582	0368

** END OF REPORT **

CERTIFICATE OF INCORPORATION

ACHIEVEMENT FIRST, INC.
(A Nonstock Corporation)

The undersigned Incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act.

FIRST: The name of the corporation is Achievement First, Inc. (the "Corporation").

SECOND: The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any member, Director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution, except as provided in Article TENTH.

THIRD: The Corporation shall have no members.

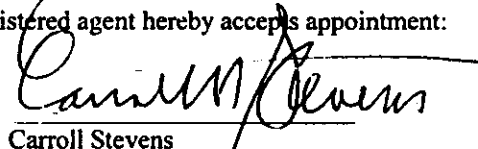
FOURTH: The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Carroll Stevens
407 James Street
New Haven, Connecticut 06513

The residence address of the initial registered agent is:

56 Mulberry Hill
Hamden, Connecticut 06517

The initial registered agent hereby accepts appointment:


Carroll Stevens

FIFTH: The name and address of the individual who is to serve as the incorporator of the Corporation is as follows:

Doug McCurry
118 Front Street
New Haven, Connecticut 06513

SIXTH: The Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are: (1) to work with educators schools and school districts to dramatically improve student performance and to close the achievement gap between urban and suburban students; (2) to provide educational career development and training for educators; and (3) to provide data tools for educators to measure achievement and data tools to assist with analysis and assessment; (4) to support the educational purposes and educational activities of Amistad Academy, Inc., a public charity exempt under Section 501(c)(3) of the Internal Revenue Code (the "Academy"); and (5) to advance the educational programs, plans and goals of the Academy; provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the Connecticut Revised Nonstock Corporation Act that is not inconsistent with the express limitations contained above or elsewhere in this Certificate of Incorporation.

SEVENTH: The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Connecticut upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in this Certificate of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised, nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in this Certificate of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided, further that no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

EIGHTH: Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation shall be subject to the following for so long as it shall remain a private foundation:

(a) The Corporation shall distribute its income for each tax 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.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

NINTH: All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors. The initial Directors shall be appointed by the Incorporator. Thereafter the Board of Directors shall be self-perpetuating. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

In addition to the elected Directors, the Executive Director of the Corporation shall serve as a nonvoting *ex officio* member of the Board of Directors of the Corporation and shall not be counted for purposes of quorum and corporate action.

TENTH: In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Directors, to the Academy, provided that the organization shall either be: (a) an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code ("Tax-Qualified Organization") or (b), in the event that the Academy is not a Tax Qualified Organization at the time of dissolution of the Corporation, the assets shall be distributed to one or more Tax-Qualified Organizations as determined by the Board of Directors.

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from Federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code and are not private foundations as defined in Section 509(a) of the Internal Revenue Code, or to the Federal or a state government or political subdivision thereof for a public purpose.

ELEVENTH: (a) No person who is or was a Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a Director in an amount that exceeds the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Corporation shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Connecticut law as in effect on the effective date of this Certificate of Incorporation and as thereafter amended.

TWELFTH: A. The Corporation shall, to the fullest extent permitted by law, indemnify its Directors from and against any and all of the liabilities, expenses and other matters referred to in or covered by the Connecticut Revised Nonstock Corporation Act. In furtherance and not in limitation thereof, the Corporation shall indemnify its Directors against liability, as defined in subsection (5) of Section 33-1116 of the Connecticut General Statutes, to any person for any action taken, or any failure to take any action, as a Director, except liability that (a) involved a knowing and culpable violation of law by the Director, (b) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a Director for any liability stemming from acts or omissions occurring prior to the effective date of this Article TWELFTH.

The Corporation shall indemnify each officer of the Corporation who is not a Director, or who is a Director but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a Director, and may indemnify such persons to the extent permitted by Section 33-1122 of the Connecticut General Statutes.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

B. Expenses incurred by a Director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall be ultimately determined that such Director or officer is not entitled to be indemnified by the Corporation.

C. The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article TWELFTH on such terms and conditions as may be established by the Board of Directors.

D. No amendment to or repeal of this Article TWELFTH shall apply to or have any effect on the indemnification of any Director, officer, employee or agent of the Corporation for

or with respect to any acts or omissions of such Director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Director, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

E. Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

THIRTEENTH: This Certificate of Incorporation may be amended by a resolution adopted by not less than two-thirds of the Board of Directors present at a meeting at which a quorum is present, provided that the Certificate of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

FOURTEENTH: Reference in this Certificate of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in this Certificate of Incorporation to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such Statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in this Certificate of Incorporation to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

Dated at New Haven, Connecticut, this 27th day of June, 2003.

The undersigned hereby declares, under penalties of false statement, that the statements in the foregoing Certificate are true.

LASHELL ROUNTREE
Notary Public, State of Connecticut
My Commission Expires April 30, 2008


Doug McCurry
Incorporator

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 11th day of April A.D. 2013



SECRETARY OF THE STATE



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. RALPH MOLLIS

Secretary of State

