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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

2014 FEB 14 AM 10:06
SECRETARY OF STATE
CORPORATIONS DIV

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 The Hope Academy

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:
See Exhibit A attached hereto and incorporated herein by reference.

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:
See Exhibit B attached hereto and incorporated herein by reference.

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BY CA 217344
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5. The address of the initial registered office of the corporation is:

1000 Eddy Street

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02905

(Zip Code)

and the name of its initial registered agent at

such address is John M. Kelly

(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is four (4).

(not less than 3 directors)

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

<i>Name</i>	<i>Address</i>
<u>Charles A. Lombardi</u>	<u>2000 Smith Street, North Providence, RI 02911</u>
<u>Angel Taveras</u>	<u>25 Dorrance Street, Providence, RI 02903</u>
<u>Toby Shepherd</u>	<u>25 Dorrance Street, Providence, RI 02903</u>
<u>John M. Kelly</u>	<u>1000 Eddy Street, Providence, RI 02905</u>

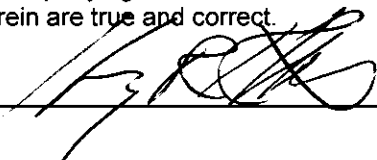
7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Henry R. Kates, Esq.</u>	<u>One Richmond Square, Suite 228W, Providence, RI 02906</u>

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: February 14, 2014



Signature of each Incorporator

Articles of Incorporation
The Hope Academy

Exhibit A

Article 3. The specific purpose or purposes for which the corporation is organized are:

(A) to operate a state-chartered mayoral academy located in the City of Providence, Rhode Island in accordance with Sections 16-77.4-1 through 16-77.4-8 of the Rhode Island General Laws, as amended from time to time; *and*

(B) to operate exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding provision of any future United States Internal Revenue law, and notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under said Section 501(c)(3).

The corporation shall have the power to do any and all things necessary, suitable or proper for the attainment of any of the foregoing purposes, and, subject to any limitation under said Section 501(c)(3), to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution therefor.

Articles of Incorporation
The Hope Academy

Exhibit B

Article 4. Provisions (if any) for the regulation of internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- (A) A director of the corporation will not be personally liable to the corporation (or its members) for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation (or its members), (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Non-profit Corporation Act (the "**Non-Profit Act**") is amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Non-Profit Act, as so amended. Any repeal or modification of the provisions of this paragraph by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
- (B) The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 3 of this Articles of Incorporation.
- (C) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the corporation shall not participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (D) Notwithstanding anything herein to the contrary, if at any time the corporation is deemed a private foundation as described in Section 509 of the Code, then the corporation: (1) shall act lawfully in accordance with Section 7-6-8 of the General Laws of Rhode Island, as amended, to the extent applicable; (2) shall require its income for each taxable year to be distributed at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; (3) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (4) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; and (5) shall not make any investments or expenditures in such manner as to subject the corporation to tax under Section 4944 or Section 4945(d) of the Code.

Articles of Incorporation
The Hope Academy

Exhibit B (continued)

- (E) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities and obligations of the corporation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or shall distribute such assets to the federal government, or to state or local governments, for a public purpose as the Board of Directors, in its sole discretion, shall determine. Any of such assets not so distributed shall be disposed of by the Superior Court of Providence County, exclusively for one or more such exempt purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes and which, at the time of such distribution, qualify and are recognized as exempt from federal income taxation under Section 501 (c) (3) of the Code.

Contracts



Deborah A. Gist
Commissioner

State of Rhode Island and Providence Plantations
DEPARTMENT OF EDUCATION
Shepard Building
255 Westminster Street
Providence, Rhode Island 02903-3400

October 9, 2013

To Whom It May Concern:

Re: The Hope Academy

This correspondence will confirm the action taken by the Rhode Island Board of Education on the above-referenced item at its meeting on October 7, 2013.

VOTED: THAT, the Rhode Island Board of Education grants preliminary approval, for further planning and development, to the Hope Academy towards a 2014-2015 school year opening, contingent upon final approval by the Board of Education, as presented.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Gist', written over a horizontal line.

Deborah A. Gist
Commissioner

DAG: amt



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

