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

2014 MAY -5 PM 12: 18

SECRETARY OF STATE
CORPORATIONS DIV

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:

1. The name of the corporation is **JOBS FOR THE FUTURE, INC.**

2. It is incorporated under the laws of **Connecticut**

3. The date of its incorporation is **3/11/1986**

4. The address of its principal office is **88 Broad Street -- 8th Floor Boston, MA 02110**

5. The address of its proposed registered office in Rhode Island is **222 Jefferson Blvd. Suite 200**
(Street Address, not P.O. Box)
Warwick (City/Town), RI **02888** (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is **REGISTERED AGENT SOLUTIONS, INC.**
(Name of Agent)

6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Educational Consulting Services to school districts

12:18 pm
FILED
MAY 05 2014
By 223512 VM

Form No. 250
Revised: 06/11

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

	Name	*Address*
Director	**See attached list of directors**	
Director		
Director		
President	**Marlene Seltzer**	**88 Broad Street -- 8th Floor Boston, MA 02110**
Vice President		
Treasurer	**Melba Abreu**	**88 Broad Street -- 8th Floor Boston, MA 02110**
Secretary	**Richard Kazis**	**88 Broad Street -- 8th Floor Boston, MA 02110**

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: 4/23/14

JOBS FOR THE FUTURE, INC.

Print Exact Name of Corporation Making Application

Signature of ☑ President or ☐ Vice President (check one)

Signature of ☑ Secretary or ☐ Assistant Secretary (check one)

JFF Board of Directors Contact List

Phyllis Barajas
151 Coolidge Avenue, Apt. 609
Watertown, MA 02472

Frank Doyle
4 Harbor Hills
Westport, CT 06880

Teresa Hassara
130 Turner Street, Bldg. 3, Suite 215
Waltham, MA 02453-8901

Dr. Anthony Iton
1111 Broadway 7th Fl
Oakland CA 94607

Dr. Daniel King, PhD
601 E. Kelly
Pharr, Texas 78577

Tod Loofbourrow
47 Mangus Avenue
Wellesley, MA 02481

Dr. Gail O. Mellow
31-10 Thomson Ave.
President's Office - E-513
Long Island City, NY 11101

Edmund F. Murphy III
One Post Office Square
Boston, MA 02110

Bob J. Nash
2 Rosier Court
Little Rock, AR 72211

Paul Osterman
50 Memorial Drive
Cambridge, MA

Guy Patton
100 Timberdell Road
Norman, OK 73109-0685

Marlene Seltzer
President and CEO
88 Broad Street, 8th Floor
Boston, MA 02110

Arthur H. White
c/o CT Appleseed
141 Franklin Street
Stamford, CT 06901

PARTNERSHIP FOR THE FUTURE, INC.

CERTIFICATE OF INCORPORATION

I, the sole incorporator, certify that I hereby constitute a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

1. The name of the corporation is: Partnership For The Future, Inc.

2. The corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the regulations promulgated thereunder from time to time.

3. Solely in furtherance thereof, the corporation is authorized:

   (a) To conduct research and provide to government, educators, business, labor, community-based organizations and individuals, information related to economic planning and development, education, training and retraining;

   (b) To promote and implement policies and programs related to economic planning and development, education, training and retraining;

   (c) To make gifts, grants or distributions of funds in furtherance of the purposes of the corporation as described in this certificate;

   (d) To engage in any lawful act or activity (to the exclusion of any others) for which corporations may be formed under the Nonstock Corporation Act of the State of Connecticut; provided, however, that no part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

   (e) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(a), and described in Section 501(c)(3), of the Internal Revenue Code, as it now exists or may hereafter be amended, and contributions and gifts to which constitute charitable contributions under Section 170(c)(2) of such Code, as it now exists or may hereafter be amended.

4. The corporation shall have perpetual existence, but in the event of the dissolution of the corporation or the termination of its corporate existence, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for charitable purposes, and in particular for the benefit of one or more organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine; provided, however, that no such liquidating distribution shall be made to any Section 501 (c)(3) organization unless said organization is classified as other than a private foundation under Sections 509 (a)(1), (2) or (3) of the said Internal Revenue Code.

5. The corporation is a non-profit corporation and shall not have or issue shares of stock or pay dividends. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons or corporations. except that the corporation shall be authorized and empowered to pay reasonable compensation for personal services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this certificate.

6. The classes, rights, privileges, qualifications, obligations and the manner of election and appointment of members are as follows:

   (a) Honorary Members shall consist of those persons elected as such by the Board of Directors. Honorary Members shall be exempt from any assessment of dues.

   (b) Life Members shall consist of those persons who would otherwise qualify as Regular Members but who have paid such life membership dues as may be established from time to time by the Board of Directors.

   (c) Regular Members shall consist of those persons elected as such by the Board of Directors who have paid the current annual membership dues as established from time to time by the Board of Directors.

VOL. 1 0 6 4

3267

(d) The membership of a member of any class shall terminate upon his death, resignation or removal by the Board of Directors. In addition, the membership of a Regular Member shall terminate at the end of the fiscal year for which he has paid dues, but shall be reinstated upon payment of the dues for the current fiscal year.

(e) The members of any class of members of the corporation shall not be entitled to vote on any matters except those which are expressly made subject to a vote of the members by the Nonstock Corporation Act of the State of Connecticut, the Certificate of Incorporation or the by-laws; provided, however, that the Board of Directors may, from time to time and in their sole discretion, submit a matter for vote of the members.

7. The Board of Directors shall be a self-perpetuating board of directors whose members shall be elected by the directors pursuant to the procedure set forth in the by-laws; provided, however, that the Board of Directors may adopt by-laws which provide for the election of the directors by vote of the members. The by-laws may provide for the classification of directors, either as to their term of office or as to their election by one or more classes of directors or members.

8. This Certificate of Incorporation may not be amended to permit any action which would prevent the corporation from qualifying as an organization exempt from taxation under Section 501(a), and described in Section 501(c)(3), of the Internal Revenue Code, as it now exists or may hereafter be amended, and contributions and gifts to which constitute charitable contributions under Section 170(c)(2) of such Code, as it now exists or may hereafter be amended.

9. Under penalties of false statement, I declare that the statements made in this certificate are true as of the date below.

Dated at Waterbury, Connecticut, this 6th day of March, 1986.

John A. Kleeman,
Sole Incorporator

118R

FILED
STATE OF CONNECTICUT
MAR 1 1 1986
Julia H. Tashjian
SECRETARY OF THE STATE
By ________ Time 4:00 P.M.

Rec + cc pmt 6/20/86 BA

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Gager, Henry + Narkis
PO Box 2480
Waterbury, CT. 06722-1791

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ICC 9.50

VOL. 1064

3268

APPOINTMENT OF STATUTORY AGENT FOR SERVICE
DOMESTIC CORPORATION
61-6 REV. 6-66

For office use only
ACCOUNT NO.
INITIALS

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION
Partnership For The Future, Inc.

APPOINTMENT

The above corporation appoints as its statutory agent for service, one of the following:

NAME OF NATURAL PERSON WHO IS RESIDENT OF CONNECTICUT John A. Kleeman	BUSINESS ADDRESS One Exchange Place, Waterbury, CT 06722 ZIP CODE RESIDENCE ADDRESS 46 Beach Street, Litchfield, CT 06759 ZIP CODE
NAME OF CONNECTICUT CORPORATION	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointee's statutory agent for service)
NAME OF CORPORATION not Organized Under the Laws of Conn.*	ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut".)

*Which has procured a Certificate of Authority to transact business or conduct affairs in this state

AUTHORIZATION

	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	DATE
ORIGINAL APPOINTMENT (Must be signed by a majority of incorporators.)	John A. Kleeman	John A. Kleeman	3/6/86
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
SUBSEQUENT APPOINTMENT	NAME OF PRESIDENT, VICE PRESIDENT, OR SEC	SIGNED (President, or Vice President, or Secretary)	DATE

ACCEPTANCE

Accepted:	NAME OF STATUTORY AGENT FOR SERVICE (Print or Type) John A. Kleeman	SIGNED (Statutory Agent for Service) John A. Kleeman

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

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.

SECRETARY OF THE STATE

For office use only

FILED
STATE OF CONNECTICUT
MAR 11 1986
Julia H. Tashjian
SECRETARY OF THE STATE
By ... Time 9:00 A.M.

FILING FEE $	CERTIFICATION FEE $	TOTAL FEES $
SIGNED (For Secretary of the State)		
CERTIFIED COPY SENT ON (DATE)	INITIALS	
TO		
CARD	LIST	PROOF

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 1ST day of MAY A.D. 2014

SECRETARY OF THE STATE

CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF
61-38

VOL 1078 3007

☐ INCORPORATORS ☒ BOARD OF DIRECTORS ☐ BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation) ☐ BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

1. NAME OF CORPORATION	DATE
Partnership For The Future, Inc.	November 26, 1986

2. The Certificate of incorporation is ☒ A. AMENDED ONLY ☐ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution

RESOLVED: That the Certificate of Incorporation be amended to change the name of the Corporation to:

Jobs For The Future, Inc. ✓

3. (Omit if 2 A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS

☐ 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED

APPROVED
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote; if none, so indicate)

SIGNED	SIGNED	SIGNED

(Over)

3008 (Continued)

☐ 4. (Omit if 2C is checked.) The above resolution was adopted by the board of directors acting alone,	
☐ there being no shareholders or subscribers.	☐ the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended
☒ the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.	
5. The number of affirmative votes required to adopt such resolution is: 2 out of 3	6. The number of directors' votes in favor of the resolution was: 3 out of 3

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT XXXXXXXXXX (Print or Type)	NAME OF SECRETARY XXXXXXXXXXXXXXX (Print or Type)
Arthur H. White	Hilary Pennington
SIGNED (President XXXXXXXXX)	SIGNED (Secretary XXXXXXXXXX)
Arthur H. White	Hilary Pennington

BY ACTION OF BOARD OF DIRECTORS

☐ 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

☐ 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)	NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)
SIGNED (President or Vice President)	SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

For office use only

FILED
STATE OF CONNECTICUT
DEC 8 3 00 PM '86
SECRETARY OF THE STATE
By [illegible]

FILING FEE	CERTIFICATION FEE	TOTAL FEES
$ 6 + Temp	$ 9cc + 20pg	55

SIGNED (For Secretary of the State)
[illegible]

CERTIFIED COPY SENT, ON (Date) INITIALS
Stager Henry & Noakes

TO
Post Office Box 2480
Waterbury, CT 06722

CARD LIST PROOF

1791

61-38 (BACK)

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 1st day of May A.D. 2014

Denise W Merrill

SECRETARY OF THE STATE