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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 AUG 26 AM 9:27
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 ROCKWELL PARENT TEACHER ORGANIZATION
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:
TO PROMOTE EDUCATIONAL ENRICHMENT PROGRAMS TO
THE STUDENTS OF ROCKWELL ELEMENTARY SCHOOL.
TO FURTHER CHARITABLE, EDUCATIONAL, AND OTHER SIMILAR
NONPROFITABLE PURPOSES SPECIFIED IN SECTION 501(C)(3)
OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, TOGETHER
WITH ANY FUTURE FEDERAL TAX CODE, ARE HEREINAFTER COLLECTIVELY
REFERRED TO AS THE "CODE". TO PARTICIPATE IN ANY AND ALL
OTHER RELATED ACTIVITIES PERMITTED UNDER CHAPTER 7-6 OF THE
GENERAL LAWS OF RHODE ISLAND 1956, AS AMENDED. (THE "ACT").
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 ATTACHED

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BY *CM* 231014
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DOMESTIC NON-PROFIT CORPORATION ARTICLES OF INCORPORATION

FORM 200 ATTACHMENT

Rockwell Parent Teacher Organization

(Hereinafter referred to as the "Association")

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 Association are:

a. 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 personas, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purpose clause hereof.

b. No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislations, or any initiative or referendum before the public, and the Association shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

c. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on: 1) by an organization exempt from federal income tax under section 501(c)(3) of the Code or 2) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

d. Members of the initial board of directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

e. No officer or director of this Association shall be personally liable for the debts or obligations of this association of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this Association. This provision does not eliminate or limit the liability of a director or officer:

- i. For any breach of the director's or officer's duty or loyalty to the Association or its members;
- ii. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

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iii. For any transaction from which any director or officer derived an improper personal benefit, and also including any provision which under this chapter is required or permitted to be set forth in the bylaws.

Furthermore, no provision eliminating or limiting the personal liability of a director or officer will be effective with respect to causes of action arising prior to the inclusion of the provision in the articles of incorporation of the Association

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 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 by a Court of Competent Jurisdiction of the county or district in which the principal office of the Association is 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.



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

