

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

2015 MAY 15 AM 9:48
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 The Achievement Network, Ltd.
2. It is incorporated under the laws of Massachusetts
3. The date of its incorporation is 06/15/2005
4. The address of its principal office is 225 Friend Street, Suite 704, Boston, MA 02114
5. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A
East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: The Achievement Network works alongside school leadership teams to strengthen their school-wide practice and culture of using learning standards and achievement data to get breakthrough results for students in low-income communities.

1:27 pm

FILED

JUN 01 2015

By 249955

KM

2015 JUN -1 AM 11:27
SECRETARY OF STATE
CORPORATIONS DIV

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

	<u>Name</u>	<u>Address</u>
Director	Scott Wells	225 Friend Street, Suite 704, Boston, MA 02114
Director	Leslye Arsht	225 Friend Street, Suite 704, Boston, MA 02114
Director	Mark Atkinson	225 Friend Street, Suite 704, Boston, MA 02114
President	John Maycock	225 Friend Street, Suite 704, Boston, MA 02114
Vice President	Eileen Rudden	
Treasurer	Michael Bison	225 Friend Street, Suite 704, Boston, MA 02114
Secretary	Eileen Rudden	225 Friend Street, Suite 704, Boston, MA 02114


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.

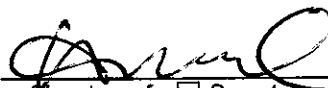

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

The Achievement Network, Ltd.

Print Exact Name of Corporation Making Application


 Signature of President or Vice President (check one)


 Signature of Secretary or Assistant Secretary  (check one)



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

April 28, 2015

TO WHOM IT MAY CONCERN:

I hereby certify that

MASSACHUSETTS PUBLIC SCHOOL PERFORMANCE CORPORATION

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **June 15, 2005 (Chapter 180)**.

I also certify that in Articles of Amendment filed here **July 10, 2009**, the name of said corporation was changed to:

THE ACHIEVEMENT NETWORK, LTD.

I further certify that the following amendments to the Articles of Organization appear of record here, namely:

Articles of Amendment

Filed

April 9, 2012

I also certify that no other amendments to the Articles of Organization appear of record here and said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

July 10, 2009

TO WHOM IT MAY CONCERN:

I hereby certify that

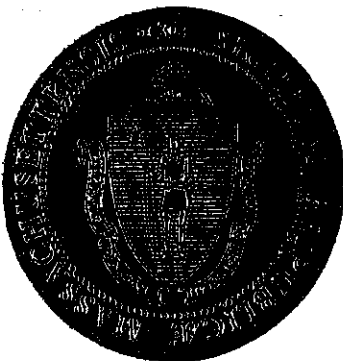
MASSACHUSETTS PUBLIC SCHOOL PERFORMANCE CORPORATION

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on June 15, 2005 (Chapter 180).

I also certify that by Articles of Amendment filed here July 10, 2009, the name of said corporation was changed to

THE ACHIEVEMENT NETWORK, LTD.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

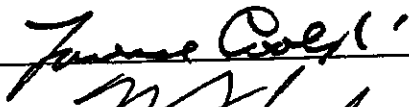
Secretary of the Commonwealth

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

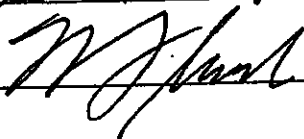
SIGNED UNDER THE PENALTIES OF PERJURY, this 10th day of JULY, 2009

LAWRENCE COOLIDGE



, *President / *~~Vice President~~

NORMAND F. SMITH III



, *Clerk / *~~Assistant Clerk~~

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20 ____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

NORMAND F. SMITH III, ESQ.

C/O BURNS & LEVINSON LLP, 125 SUMMER STREET

BOSTON, MA 02110

Telephone: 617-345-3000

Email: NSMITH@BURNSLEV.COM

A copy this filing will be available on-line at www.state.ma.us/scc/cor once the document is filed.

XK
Examiner

[Signature]
Name of
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:
Massachusetts Public School Performance *Corporation*

ARTICLE II

The purpose of the corporation is to engage in the following activities: To promote educational advancement in the Massachusetts Public School system in grades Kindergarten through 12.

To carry on any other activity in support of and to benefit the above purposes as may be carried on by an organization described in Section 501 (c) (3) of the Internal Revenue Code and by a corporation organized under Chapter 180 of The Massachusetts General Laws.

- C
- P
- M
- E.A.

8

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

N/A

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Attachment IV

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".
Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.*

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ATTACHMENT IV

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members (if any) or of any class of members, are as follows:

(a) **Powers.** Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in Section 6 of Chapter 180 and Section 3.02 of Chapter 156D of the Massachusetts General Laws as amended from time to time, except those powers referred to in paragraph (a)(5) of Section 3.02 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with (i) Chapter 180 or any other Chapter of the Massachusetts General Laws, and (ii) the exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

(b) **Tax Exemption.** No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, or member of the corporation or any other private individual, or any organization organized and operated for a profit (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 as stated above); no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(c) **Private Foundation Restrictions.** If and for so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of these Articles or the By-laws of the corporation, the following provisions shall apply:

- (1) The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and
- (2) 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 manner as to subject the corporation 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).

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ATTACHMENT IV (cont'd)

(d) Dissolution. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as determined by the directors of the corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 purposes.

(e) Non-Discrimination. In administering its programs and activities, the corporation shall not discriminate on the basis of sex, race, or religion.

(f) Meetings Anywhere in the United States. Except as otherwise specifically provided by the By-laws of the corporation, meetings of the members, if any, and the directors of the corporation may be held anywhere in the United States.

(g) Amendment of the By-laws by Directors. The directors of the corporation may make, amend or repeal the By-laws of the corporation in whole or in part, except where action by the members is required by law or the By-laws.

(h) Indemnification. Except as otherwise provided below, the corporation shall, to the extent legally permissible, and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a director or officer of the corporation, or who serves at its request as a director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Any Person who at the request of the corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the corporation. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the corporation, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) if there are no disinterested directors, by independent legal counsel representing the corporation and appointed by a majority of the directors then in office.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ATTACHMENT IV (cont'd)

Indemnification may include payment by the corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article 4(h), the terms "director" and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested" director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article 4(h) shall not be exclusive of or affect any other rights to which any director or officer may be entitled under any agreement, statute or otherwise. The corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person. Nothing contained in this Article 4(h) shall affect any rights to which corporate personnel other than directors or officers may be entitled by contract or otherwise.

(i) Interested Directors and Officers. The directors shall have the power to fix their compensation from time to time. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because such director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any director or officer be under any liability to the corporation on account of any such contract or transaction if:

- (1) the material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or the committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (2) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, the committee of the Board, or otherwise by the corporation.

(j) Exculpation: No Personal Liability. No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of the director's or officer's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the director or officer derived an improper personal benefit. The directors and the officers of the corporation shall not be personally liable for any debt, liability or

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ATTACHMENT IV (confd)

obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation. No amendment or repeal shall deprive a director or officer of this benefit for acts or omissions prior to amendment.

(k) Successor Provisions. All references (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:
230 Congress Street, Boston, MA 02110

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

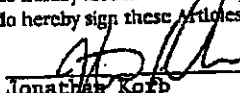
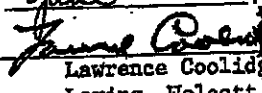
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Lawrence Coolidge	64 Chestnut Street Boston, MA 02108	
Treasurer:	Jonathan Korb	16 Rockwood Road Norfolk, MA 02056	
Clerk:	Normand Smith	63 Atlantic Avenue Boston, MA 02110	
Directors: (or officers having the powers of directors)	Lawrence Coolidge	Same as above	
	Jonathan Korb	Same as above	
	Jean Krasnow	21 N. Bennet Street Boston, MA 02113	
	William Polk	16 Gurney Street Cambridge, MA 02138	

c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: N/A

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 10th day of June, 2005.

	
Jonathan Korb	Lawrence Coolidge
Loring, Wolcott & Coolidge	Loring, Wolcott & Coolidge
230 Congress Street	230 Congress Street
Boston, MA 02110	Boston, MA 02110

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

4868

329363

SECRETARY OF STATE
RECEIVED

JUN 15 PM 2:57

DIVISION

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 15 day of June 20 05.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Telephone: _____
Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

