



**State of Rhode Island and Providence Plantations  
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Non-Profit Corporation  
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is We Can Do Better RI

**ARTICLE II**

The period of its duration is ☒ Perpetual ☐

**ARTICLE III**

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

(a) To foster and promote the growth, progress, common good and general welfare of the State of Rhode Island and its citizens through improvement of the quality of the State's public education system; to educate the public on subjects beneficial to the State of Rhode Island, particularly related to the need for dramatic improvement in the quality of the State's public education system; to improve and enlarge the body of knowledge concerning the public education system in the State of Rhode Island, including the structure, funding, and governance of public schools; to identify, present, and foster methodologies, techniques, best practices, and solutions to create a more efficient and effective public education system in Rhode Island, in order to match educational results achieved in neighboring states and achieve the resulting public benefits recognized in those states; and to conduct or sponsor seminars, conferences, research, forums, discussion groups, public awareness campaigns, and other educational projects and activities that provide current information regarding public education which present a full and fair exposition of the pertinent facts needed to permit others to form their own independent opinions or conclusions on these issues.

(b) To carry on and perform all such works and, further, to carry on any other educational or charitable works which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and Chapter 7-6 of the General Laws of Rhode Island to the extent that such activities operate for the benefit of, perform the functions of, carry out the purposes of, or to the support the mission and purposes of the Corporation.

(c) No more than an insubstantial part of the activities of the Corporation shall be in furtherance of non-exempt purposes.

(d) 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.

(e) Any other provisions herein notwithstanding, the Corporation will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall not have the power to do anything or take any action which would cause it to cease to qualify as a non-profit corporation under State law or as an organization exempt under sections 501(c)(3) of the Internal Revenue Code.

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; or to a corresponding section of any future federal tax code and (ii) to the General Laws of Rhode Island shall be deemed to refer to the General Laws of 1956, as now in force or hereafter amended, or to a corresponding provision of any future compilation of General Laws.

ARTICLE IV

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:

1. THE CORPORATION IS NOT ORGANIZED FOR PROFIT, AND NO PART OF THE NET INCOME OR PROFIT OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, DIRECTORS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR ON BEHALF OF THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.
2. IN THE EVENT OF THE LIQUIDATION, DISSOLUTION, OR TERMINATION OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, NO MEMBER, OFFICER, OR DIRECTOR SHALL BE ENTITLED TO ANY DISTRIBUTION OR DIVISION OF THE CORPORATION’S PROPERTY OR THE PROCEEDS THEREOF, AND UPON SUCH LIQUIDATION, DISSOLUTION, OR TERMINATION, THE BALANCE OF ALL MONEY, ASSETS, AND OTHER PROPERTY OF THE CORPORATION, AFTER THE PAYMENT OF ALL OF ITS DEBTS AND OBLIGATIONS, SHALL, PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS, OR IN DEFAULT THEREOF, AN ORDER OF A COURT OF COMPETENT JURISDICTION, BE DISTRIBUTED TO OR FOR RHODE ISLAND COLLEGE OR ITS SUCCESSOR, OR ONE OR MORE EDUCATIONAL OR CHARITABLE ORGANIZATIONS THEN EXEMPT UNDER SECTION 501(C)(3) OF THE CODE THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF, RHODE ISLAND COLLEGE.
- ALL REFERENCES HEREIN: (I) TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO THE RHODE ISLAND GENERAL LAWS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 40 WESTMINSTER STREET  
SUITE 1100

City or Town: PROVIDENCEState: RIZip: 02903

The name of its initial registered agent at such address is KIMBERLY I. MCCARTHY, ESQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
DIRECTOR	EUGENE P. YAZBAK	375 HOLMES ROAD

		NORTH ATTLEBOROUGH, MA 02760 USA
DIRECTOR	NORMAN E. MCCULLOCH	99 ADAMS POINT ROAD BARRINGTON, RI 02806 USA
DIRECTOR	GLEN MARTIN	12 INTERVALE DRIVE CUMBERLAND, RI 02864 USA

## ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	KIMBERLY I. MCCARTHY ESQ,	40 WESTMINSTER STREET, SUITE 1100 PROVIDENCE, RI 02903 USA

## ARTICLE VIII

Date when corporate existence is to begin

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

**Signed this 26 Day of February, 2016 at 2:19:18 PM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

**Enter signature(s) below.**

KIMBERLY I. MCCARTHY, ESQ.

Form No. 200  
Revised 09/07

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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:

Nellie M. Gorbea  
*Secretary of State*

