



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

Fee: \$10.00

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

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is EducateRI

If the entity's name is changing, state the new name: EducateRI

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

(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 PROMOTE, ADVOCATE, AND CAMPAIGN FOR DRAMATIC IMPROVEMENT IN THE QUALITY OF THE STATE'S PUBLIC EDUCATION SYSTEM, INCLUDING CHANGES IN THE STRUCTURE, FUNDING, AND GOVERNANCE OF PUBLIC SCHOOLS, AND ADOPTION OF 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; TO CONDUCT PUBLIC AWARENESS AND PUBLIC RELATIONS CAMPAIGNS TO GENERATE PUBLIC SUPPORT FOR ITS GOALS; AND TO CONDUCT A LOBBYING AND GOVERNMENTAL RELATIONS PROGRAM INFLUENCE POLICY AND SUPPORT LEGISLATION TO ACHIEVE ITS GOALS.

(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)(4) 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 COLLEGE.

(C) 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.

(D) 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)(4) 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)(4) 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.

If there is a change in the number of directors, modify this section:

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

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
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

If there are any other provisions to be amended, so state:

THE ARTICLES OF INCORPORATION OF EDUCATERI (THE “CORPORATION”) SHALL BE AMENDED AS FOLLOWS:

BY DELETING ARTICLE IV IN ITS ENTIRETY AND REPLACING IT WITH THE FOLLOWING:

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 ONE OR MORE EDUCATIONAL OR CHARITABLE ORGANIZATIONS THAT PERFORM THE FUNCTIONS OF, CARRY OUT THE PURPOSES OF, OR SUPPORT THE MISSION AND PURPOSES OF,

THE CORPORATION.

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 III

The Amendment was adopted in the following manner:

(check one box only)

☐ The amendment was adopted at a meeting of members held on , at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

☒ The amendment was adopted at a meeting of the Board of Directors held on 3/17/2016 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE IV

Date when amendment is to become effective 3/17/2016
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 17 Day of March, 2016 at 2:21:58 PM. *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.*

EducateRI

Corporate Name

By EUGENE P. YAZBAK

☒ President or ☐ Vice President (check one)

AND

By GLEN MARTIN

☒ Secretary or ☐ Assistant Secretary (check one)





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

