



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 Dissolution**

(Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is EducateRI

ARTICLE II

A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

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

The resolution to dissolve the corporation was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on 3/18/2016 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE III

All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

ARTICLE IV

The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]

(if no plan of distribution was adopted, so state.)

PLAN OF DISTRIBUTION OF EDUCATERI

THIS PLAN OF DISTRIBUTION (THE "PLAN") OF EDUCATERI, A RHODE ISLAND NONPROFIT CORPORATION (THE "CORPORATION"), IS INTENDED TO ACCOMPLISH THE COMPLETE DISSOLUTION OF THE CORPORATION THROUGH THE DISTRIBUTION BY IT OF ALL OF ITS ASSETS IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION, SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), AND THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS AMENDED (THE "ACT"), PURSUANT TO THE FOLLOWING TERMS AND CONDITIONS:

1. THIS PLAN SHALL BE AND BECOME EFFECTIVE UPON ITS ADOPTION AND APPROVAL BY THE DIRECTORS OF THE CORPORATION.

2. AFTER THE ADOPTION OF THIS PLAN, THE CORPORATION SHALL CEASE THE ACTIVE CONDUCT OF ITS BUSINESS AND SHALL WIND UP ITS AFFAIRS.

3. UPON FILING ARTICLES OF DISSOLUTION WITH THE RHODE ISLAND SECRETARY OF STATE, THE CORPORATION SHALL PAY ALL OF ITS ASCERTAINED LIABILITIES, AND SHALL SET ASIDE A REASONABLE AMOUNT IN CASH FOR THE PAYMENT OF UNASCERTAINED OR CONTINGENT LIABILITIES AND EXPENSES. ANY BALANCE REMAINING IN SUCH RESERVE AFTER THE PAYMENT OF LIABILITIES AND EXPENSES SHALL BE DISTRIBUTED IN ACCORDANCE WITH PARAGRAPH 4 OF THIS PLAN.

4. THE BALANCE OF ALL MONEY, ASSETS AND OTHER PROPERTY OF THE CORPORATION AFTER THE PAYMENTS DESCRIBED IN PARAGRAPH 3 OF THIS PLAN SHALL BE DISTRIBUTED TO ANY ORGANIZATION FORMED BY THE DIRECTORS OF THE CORPORATION FOR PURPOSES CONSISTENT WITH THOSE OF THE CORPORATION OR, IF NO SUCH ORGANIZATIONS EXIST, AS DIRECTED BY ITS BOARD OF DIRECTORS IN A MANNER CONSISTENT WITH ITS ARTICLES OF ORGANIZATION, BYLAWS, THE CODE, AND THE ACT. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE SUPERIOR COURT FOR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, TO ONE OR MORE ORGANIZATIONS ORGANIZED AND OPERATED UNDER THE ACT FOR PURPOSES SIMILAR TO THOSE OF THE CORPORATION.

5. THE PRESIDENT IS AUTHORIZED, EMPOWERED AND DIRECTED TO PROCEED IN ACCORDANCE WITH THE RESOLUTIONS HEREBY ADOPTED BY THE BOARD OF DIRECTORS, THE PRESIDENT BEING HEREBY FURTHER AUTHORIZED TO PERFORM ANY ACTS OR EXECUTE AND DELIVER ANY DOCUMENTS THAT THE PRESIDENT DEEMS NECESSARY OR DESIRABLE TO EFFECTUATE THE INTENT OF THE BOARD OF DIRECTORS TO DISSOLVE THE CORPORATION IN ACCORDANCE WITH THIS PLAN.

ARTICLE V

All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.

ARTICLE VI

There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgement, order or decree, which may be entered against it.

Signed this 22 Day of April, 2016 at 3:48:51 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 NORMAN E. MCCULLOCH

President or Vice President (check one)

AND

By GLEN MARTIN

Secretary or Assistant Secretary (check one)

Form No. 203
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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

