



State of Rhode Island and Providence Plantations  
Department of State - Business Services Division

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2017 SEP 21 AM 10:59

## Articles of Incorporation

### DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of the corporation under RIGL 7-1.2-202, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

**Little Learners Academy of Cranston, Inc.**

Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? ☒ Yes ☐ No

2. The total number of shares which the corporation has the authority to issue is:

*(Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)*

**Total Authorized Shares**  
**(Number of Shares)**

**Class of Stock**

**Par Value Per Share**

**100**

**Common**

**\$1.00**

If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2.

State any provisions here (optional):

Check the box to indicate an attachment. ☒

3. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name

**Robert D. Murray, Esq.**

Street Address (NOT a P.O. Box)

**21 Garden City Drive**

City/Town

**Cranston**

State

**RHODE ISLAND**

Zip Code

**02920**

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2.

#### MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

**FILED**

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**SEP 21 2017**

BY **313010**

5. Additional provisions, if any, not inconsistent with RIGL 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Addendum attached as Exhibit A.

Check the box to indicate an attachment. ☒

6. The name and address of each incorporator is:

|                                       |                                        |                          |
|---------------------------------------|----------------------------------------|--------------------------|
| Name<br><b>Robert D. Murray, Esq.</b> | Address<br><b>21 Garden City Drive</b> |                          |
| City/Town<br><b>Cranston</b>          | State<br><b>RI</b>                     | Zip Code<br><b>02920</b> |
| Name                                  | Address                                |                          |
| City/Town                             | State                                  | Zip Code                 |
| Name                                  | Address                                |                          |
| City/Town                             | State                                  | Zip Code                 |

7. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the day of filing) \_\_\_\_\_

*Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.*

|                                                                                                                                     |                          |
|-------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| Type or Print Name of Incorporator<br><b>Robert D. Murray, Esq.</b>                                                                 | Date<br><b>9-21-2017</b> |
| Signature of Incorporator<br> SIGN DOCUMENT HERE |                          |
| Type or Print Name of Incorporator                                                                                                  | Date                     |
| Signature of Incorporator<br>SIGN DOCUMENT HERE                                                                                     |                          |
| Type or Print Name of Incorporator                                                                                                  | Date                     |
| Signature of Incorporator<br>SIGN DOCUMENT HERE                                                                                     |                          |

# LITTLE LEARNERS ACADEMY OF CRANSTON, INC.

## ARTICLES OF INCORPORATION

### Exhibit A

"Article 5:

A. Elimination of Stockholders' Liability

1. A stockholder of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the stockholder's duty insofar as the stockholder exercises the powers normally vested in the board of directors as permitted by Section 51 of the Rhode Island Business Corporation Act, except for (i) liability for any breach of the stockholder's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability of any transaction from which the stockholder derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a stockholder of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this ARTICLE 5 by the Corporation shall not adversely affect any right or protection of a stockholder of the Corporation existing at the time of such repeal or modification.

2. Indemnification

a. By-law and Stockholder and Officer Indemnity Agreements: Statutory Provisions. The stockholders of the Corporation may include provisions in the Corporation's bylaws, or may authorize agreements to be entered into with each stockholder and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

b. By-law and Stockholder and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the stockholders of the Corporation by Paragraph 2.a. hereof, the stockholders of the Corporation may include provisions in the Corporation's bylaws, or may authorize agreements to be entered into with each stockholder and officer,

for the purpose of indemnifying such stockholder or officer in the manner and to the extent provided herein:

(i) The bylaw provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE 5, pay, on behalf of a stockholder or officer any Loss or Expenses arising from any claim or claims which are made against the stockholder or officer (whether individually or jointly with other stockholders or officers) by reason of any Covered Act of the stockholder or officer.

(ii) For the purposes of this ARTICLE 5, when used herein

(1) "Loss" means any amount which a stockholder or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of a stockholder or officer in the stockholder's or officer's capacity as a stockholder or officer of the Corporation.

(iii) The bylaw provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired stockholder or officer, the estate, heirs or legal representative of a deceased stockholder or officer or the legal representative of an incompetent, insolvent or bankrupt stockholder or officer, where the stockholder or officer was a stockholder or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any bylaw provisions or agreements authorized hereby may provide for the advancement of Expenses to a stockholder or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such stockholder or officer and based on the alleged commission by such stockholder or officer of a Covered Act, subject to an undertaking by or on behalf of such stockholder or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such

action, suit, proceeding or appeal results in an adjudication adverse to such stockholder or officer.

(v) The bylaw provisions or agreements authorized hereby may not indemnify a stockholder or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a stockholder or officer: (1) for any breach of the stockholder's or officer's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The bylaw provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders, in their sole discretion, determine to be consistent with the provisions of the Article.

B. Elimination of Director's Liability (Indemnification should Board of Directors be created by stockholders of the Corporation.):

1.. A director of the Corporation shall not be personally liable to the Corporation or its stockholder's for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any transactions from which the director derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this ARTICLE 5 by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

2. Indemnification

a. Bylaw and Director and Officer Indemnity Agreements: Statutory Provisions. The board of directors of the Corporation may include provisions in its bylaws, or may authorize agreements to be entered into

with each director and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act.

b. Bylaw and Director and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the board of directors of the Corporation by Paragraph 2.a. hereof, the board of directors of the Corporation may include provisions in its bylaws, or may authorize agreements to be entered into with each director and officer, for the purpose of indemnifying such director or officer in the manner and to the extent provided herein:

(i) The bylaw provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE 5 (B), pay, on behalf of a director or officer any Loss or Expenses arising from any claim or claims which are made against the director or officer (whether individually or jointly with other directors or officers) by reason of any Covered Act of the Director or officer.

(ii) For the purposes of this ARTICLE 5 (B), when used herein

(1) "Loss" means any amount which a director or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of a director or officer in the director's or officer's capacity as a director or officer of the Corporation.

(iii) The bylaw provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired director or officer, the estate, heirs or legal representative of a deceased director or officer or the legal representative of an incompetent, insolvent or bankrupt director or officer, where the director or officer was a director or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any bylaw provisions or agreements authorized hereby may provide for the advancement of Expenses to a director or officer prior to the final disposition or any action, suit or proceeding, or any appeal therefrom involving such director or officer and based on the alleged commission by such director or officer of a Covered Act, subject to an undertaking by or on behalf of such director or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such director or officer.

(v) The bylaw provisions or agreements authorized hereby may not indemnify a director or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a director or officer: (1) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the board of directors, in its sole discretion, determines to be consistent with the provisions of this Article.



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:

September 21, 2017 10:58 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

