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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2017 DEC 12 PM 12: 12

# Certificate of Authority
FOREIGN Non-Profit Corporation

→ Filing Fee: $50.00

Pursuant to the provisions of RIGL 7-6-74, 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:

**INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC.**

If this name is unavailable in Rhode Island, the corporation's elected name is:

**NA**

2. It is incorporated under the laws of: **DELAWARE**

3. The date of its incorporation is: **07/23/2004**

And the period of its duration is: CHECK ONLY ONE BOX

☑ Perpetual (on-going)

☐ Date certain for dissolution ______

4. The address of its principal place of business is:

**50 BROADWAY, SUITE 1601. NEW YORK. NY 10004**

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

Agent Name **Corporation Service Company**

Street Address (NOT a P.O. Box) **222 Jefferson Boulevard, Suite 200**

| City/Town | State | Zip Code |
|---|---|---|
| **Warwick** | **RHODE ISLAND** | **02888** |

6. List the specific purposes for transacting business in Rhode Island:

**INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC. IS A NOT FOR PROFIT TO PROVIDE LANAGUAGE ACQUISITION-FOCUSED SMALL LEARNING COMMUNITY IN PROVIDENCE SCHOOL DEPARTMENT**

Check the box to indicate an attachment. ☐

**MAIL TO:**
**Division of Business Services**
148 W. River Street, Providence, Rhode Island 02904-2615
**Phone:** (401) 222-3040
**Website:** www.sos.ri.gov

12:12 **FILED**
DEC 12 2017
BY 319680

| 7. The names and respective addresses of its directors and officers are: | | |
|---|---|---|
| OFFICE | NAME | ADDRESS |
| Director | See Attached | |
| Director | | |
| Director | | |
| President | | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

Check the box to indicate an attachment. ☑

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and **ALL** Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

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

| Type or Print Name of ☑ President OR ☐ Vice President | Date |
|---|---|
| **Joseph C. Luft** | 12/07/2017 |
| Signature of President OR Vice President<br>SIGN DOCUMENT HERE | |
| Type of Print Name of ☑ Secretary OR ☐ Assistant Secretary | Date |
| **Gitte Peng** | 12/08/2017 |
| Signature of Secretary OR Assistant Secretary<br>SIGN DOCUMENT HERE | |

**TWO SIGNATURES ARE REQURIED**

**If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.**

Internationals Network for Public Schools, Inc.
**File Number : 3832920**

## Individual Company Entry

Class

## PRINCIPAL PLACE OF BUSINESS (wherever located)

| Country | Address 1 | Address 2 | City | State/ Province | Zip/Postal Code | Phone Number |
|---|---|---|---|---|---|---|
| United States | 50 Broadway Suite 1601 | | New York | NY | 10004 | 2128685180 |

## DIRECTORS (all must be listed)

| Name | Country | Address 1 | Address 2 | City | State/ Province | Zip/Postal Code |
|---|---|---|---|---|---|---|
| Alvin Loshak | United States | 11 Madison Ave | | New York | NY | 10010 |
| Gitte Peng | United States | 133 W 19th St 10th Floor | | New York | NY | 10011 |
| Ja Kao | United States | 155 Eastwoods Road | | Pound Ridge | NY | 10576 |
| Deborah North | United States | 544 East 86th Street Apt 10W | | New York | NY | 10028 |
| Tammy Battaglino | United States | 200 State Street | | Boston | MA | 02109 |
| Oliver Frankel | United States | 200 West Street | | New York | NY | 10282 |
| Gladys Rodriguez | United States | 317 East 67th Street RM 423 | | New York | NY | 10021 |
| Jane Shlimovic | United States | Counsel Greenwood Energy 134 E 40th Street | | New York | NY | 10016 |

## OFFICER (Only one required)

| Name | Country | Address 1 | Address 2 | City | State/ Province | Zip/Postal Code |
|---|---|---|---|---|---|---|
| Joseph C Luft | United States | 50 Broadway Suite 1601 | | New York | NY | 10004 |

Title President

## ELECTRONIC SIGNATURE (Enter a Director, Officer, or the Incorporator if there are no Officers or Directors ).

| Name | Country | Address 1 | Address 2 | City | State/ Province | Zip/Postal Code |
|---|---|---|---|---|---|---|
| Joseph C Luft | United States | 50 Broadway Suite 1601 | | New York | NY | 10004 |

Title President Date 02212017 (Format mmddyyyy)

## OPTIONAL INFORMATION

Nature of Business Nonprofit for Education
Cost Center

CLOSE

# Delaware



The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2004, AT 4:39 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INTERNATIONAL PARTNERSHIP SCHOOLS, INC." TO "INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC.", FILED THE TWENTY-FIRST DAY OF MARCH, A.D. 2005, AT 1:44 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2005, AT 5:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC.".

Jeffrey W. Bullock, Secretary of State

3832920 8100H
SR# 20177492917

Authentication: 203727693
Date: 12-11-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

# Delaware

The First State



Jeffrey W. Bullock, Secretary of State

3832920 8100H

SR# 20177492917

Authentication: 203727693

Date: 12-11-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:46 PM 07/23/2004
FILED 04:39 PM 07/23/2004
SRV 040541833 - 3832920 FILE

# STATE *of* DELAWARE
# CERTIFICATE *of* INCORPORATION
# *A* NON-STOCK CORPORATION

- **First:** The name of this Corporation is International Partnership Schools, Inc..
- **Second:** Its Registered Office in the State of Delaware is to be located at 2711 Centerville Road Suite 400 Street, in the City of Wilmington County of New Castle Zip Code 19808. The registered agent in charge thereof is Corporation Service Company
- **Third:** The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. *(If the corporation is to be a nonprofit corporation, please add: "This Corporation shall be a nonprofit corporation.")*
This Corporation shall be a nonprofit corporation.
- **Fourth:** The corporation shall not have any capital stock, and the conditions of membership shall be *(In lieu of setting out the conditions of membership in the Certificate of Incorporation, a statement may be inserted that the conditions of membership shall be stated in the By-Laws.)* as follows:
The conditions of membership shall be stated in the By-Laws.
- **Fifth:** The name and mailing address of the incorporator are as follows:

  Name Dr. Claire E. Sylvan
  Mailing Address 34-30 81st Street, #42
  Jackson Heights, NY Zip Code 11372
- **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 23rd day of July, A.D. 2004.

BY: /s/ Claire E. Sylvan
(Incorporator)

NAME: Claire E. Sylvan
(Type or Print)

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 03/21/2005
FILED 01:44 PM 03/21/2005
SRV 050231048 - 3832920 FILE

# STATE OF DELAWARE
# CERTIFICATE OF AMENDMENT
# (A CORPORATION WITHOUT CAPITAL STOCK)

The corporation, International Partnership Schools, Inc. organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows: change name of the corporation to Internationals Network for Public Schools, Inc.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 10 day of March A.D. 2005

By: Claire E Sylvan
Authorized Officer

Name: Claire E. Sylvan
Print or Type

**CORRECTED CERTIFICATE OF INCORPORATION**

**OF**

**INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC.**

Internationals Network for Public Schools, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That a certificate of incorporation, properly executed, was filed with the Secretary of State of Delaware on July 23, 2004, in good faith and with all belief that such certificate was accurate and correct.

SECOND: That clauses in the certificate of incorporation describing the purpose of the corporation and acts upon dissolution of the corporation were inadvertently omitted.

THIRD: That the certificate of incorporation should be corrected to read in its entirety as follows in attached Exhibit A.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its Authorized Officer this 31st day of March, 2005.

Claire E. Sylvan

Authorized Officer
Claire E. Sylvan

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:16 PM 03/31/2005
FILED 05:38 PM 03/31/2005
SRV 050264285 - 3832920 FILE

EXHIBIT A

**CORRECTED CERTIFICATE OF INCORPORATION**

**OF**

**INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS, INC.**

The undersigned, for the purpose of organizing a non-profit, non-stock corporation under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation shall be Internationals Network for Public Schools, Inc. (hereinafter, the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent is Corporation Service Company.

THIRD: The purposes for which the Corporation is organized are exclusively for charitable, literary and educational purposes by operating to promote quality education for recently arrived immigrants and English language learners by creating, networking and supporting schools for recent immigrants which enable these students to develop the necessary linguistic, cognitive and cultural skills for success in high school, college and beyond, in such a manner that the Corporation will be an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of the foregoing purposes, the Corporation shall conduct any and all lawful activities that may be useful in accomplishing such purposes.

FOURTH: In furtherance of its charitable purposes, the Corporation shall have all the general powers enumerated in Sections 121, 122 and 123 of the Delaware General Corporation Law as now in effect or as hereafter amended, including the power to solicit grants and contributions from the general public in furtherance of such purposes and the power to maintain a fund or funds of real or personal property for any corporate purpose, except that:

(a) The Corporation shall not exercise any power or authority, nor shall it engage in any activity, that would prevent the Corporation from qualifying (and continuing to qualify) as an exempt organization described in Section 501(c)(3) of the Code.

(b) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any director, officer, employee or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no director, officer, employee or any private individual shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, except to the extent operated under Section 501(h) of the Code and under Section 4945(d) of the Code, if applicable, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) With respect to any taxable year or years of the Corporation during which it is a private foundation, as defined in Section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments or otherwise acquire assets in such manner as to subject the Corporation to a tax under Section 4944 of the Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

FIFTH: The name and mailing address of the incorporator are Kristi A. Nadvornik, Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022.

SIXTH: The names and addresses of the initial directors shall be:

| Name | Address |
|---|---|
| Dr. Aida Walqui | 26 Morehouse Drive<br>La Selva Beach, CA 95076 |
| Ms. Sara Newman | 5800 Arlington Avenue Apt 7B<br>Bronx, NY 10471 |
| Dr. Claire E. Sylvan | 34-30 81st Street #42<br>Jackson Heights, New York 11372 |

SEVENTH: The Corporation is not organized for profit and shall not have authority to issue capital stock.

EIGHTH: The Corporation shall have perpetual existence.

NINTH: The Corporation shall have no members.

TENTH: Except as otherwise provided by law, the Bylaws or this Certificate, the Corporation shall be governed by its Board of Directors, which shall have (subject to the limitations set forth in this Certificate) all powers conferred by law to manage the Corporation and its activities.

ELEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of directors may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any applicable provision of law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TWELFTH: The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law.

THIRTEENTH: Except as may be prohibited by Section 4941 of the Code insofar as the Corporation is treated as a "private foundation," a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit (within the meaning of Section 102(b)(7) of the Delaware General Corporation Law). If the General Corporation Law of the State of Delaware is amended after the date of the filing of this Certificate to authorize corporate action further eliminating or limiting the personal liability of directors, then except as may be prohibited by Section 4941 of the Code in the event the Corporation is treated as a "private foundation," the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

FOURTEENTH: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

FIFTEENTH: Each reference in this Certificate to a provision of the Code or a provision of the Delaware General Corporate Law shall refer to the provision so identified (as amended from time to time) or to the corresponding provision, if any, of any subsequent federal tax law or Delaware corporate law, as the case may be.

IN WITNESS WHEREOF, I have subscribed and acknowledged this Certificate this 31st day of March, 2005.

Claire E. Sylvan

Authorized Officer

Claire E. Sylvan

NYDOCS03/763902.1

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:

December 12, 2017 12:12 PM

Nellie M. Gorbea
*Secretary of State*