



**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 We Can Do Better RI

**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 3/29/2018 , 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.)*

THIS PLAN OF DISTRIBUTION (THE "PLAN") OF WE CAN DO BETTER RI, 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)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR ANY SUBSEQUENTLY-AMENDED OR SUBSTITUTED LAW OF THE UNITED STATES, AND THE REGULATIONS AND GUIDANCE PROMULGATED THEREUNDER (THE "CODE"), THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS AMENDED (THE "ACT"), AND THE ARTICLES OF INCORPORATION AND BYLAWS OF THE CORPORATION 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. ON OR BEFORE DECEMBER 31, 2018, 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 PARAGRAPHS 4 AND 5 OF THIS PLAN.

4. THE BOARD OF DIRECTORS OF THE CORPORATION HAS DETERMINED THAT THE FUNDING OF A REPORT IS THE HIGHEST AND BEST USE OF THE REMAINING FUNDS OF THE CORPORATION, AND IS CONSISTENT WITH AND IN FURTHERANCE OF THE EXEMPT PURPOSES OF THE CORPORATION, INCLUDING BUT NOT LIMITED TO IMPROVING AND ENLARGING THE BODY OF KNOWLEDGE CONCERNING THE PUBLIC EDUCATION SYSTEM IN THE STATE OF RHODE ISLAND, INCLUDING THE STRUCTURE, FUNDING, AND GOVERNANCE OF PUBLIC SCHOOLS AND IDENTIFYING, PRESENTING, AND FOSTERING METHOD OBLIGATIONS, 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.

5. AFTER THE ADOPTION OF THIS PLAN AND PAYMENT OR PROVISION FOR ALL ASCERTAINED AND CERTAIN LIABILITIES AND EXPENSES AS PROVIDED IN PARAGRAPH 3 ABOVE, THE CHAIRMAN AND SECRETARY SHALL USE THE REMAINING ASSETS AND PROPERTIES OF THE CORPORATION, IN CASH OR IN KIND, TO FUND SUCH REPORT, RETAINING SUCH ASSETS AS THE CHAIRMAN AND SECRETARY DEEM NECESSARY TO MEET UNASCERTAINED OR CONTINGENT LIABILITIES OF THE CORPORATION PURSUANT TO PARAGRAPH 3 ABOVE; PROVIDED, HOWEVER, THAT ALL SUCH DISTRIBUTIONS SHALL BE MADE ON OR BEFORE DECEMBER 31, 2018.

6. THE CHAIRMAN AND SECRETARY ARE AUTHORIZED, EMPOWERED AND DIRECTED TO PROCEED IN ACCORDANCE WITH THE RESOLUTIONS HEREBY ADOPTED, AND FURTHER AUTHORIZED TO PERFORM ANY ACTS OR EXECUTE AND DELIVER ANY DOCUMENTS THAT THE CHAIRMAN AND SECRETARY DEEM NECESSARY OR DESIRABLE TO EFFECTUATE THE INTENT OF THE DIRECTORS OF THE CORPORATION 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 6 Day of April, 2018 at 3:59:57 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.*

We Can Do Better RI  
Corporate Name

By TOMAS A. AVILA

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:

April 06, 2018 03:59 PM

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*

