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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

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CORPORATIONS DIVISION

1. The name of the corporation is EBEC HOLDINGS

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
See Exhibit "A" attached hereto and incorporated herein by reference.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See Exhibit "A" attached hereto and incorporated herein by reference.

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By KMC
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5. The address of the initial registered office of the corporation is 362 Broadway
(Street Address, not P.O. Box)
Providence, RI 02909, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Benjamin M. Scungio
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 8
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>See Exhibit "A" attached</u>	
<u>hereto and incorporated</u>	
<u>herein by reference.</u>	

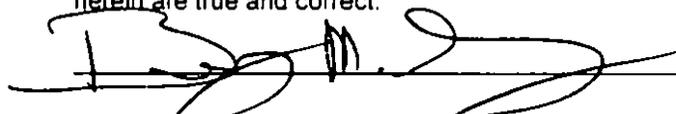
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Benjamin M. Scungio</u>	<u>362 Broadway, Providence, RI 02909</u>

8. Date when corporate existence is to begin Upon filing of these Articles of Incorporation.
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: March 22, 2006

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.



Signature of each Incorporator

EXHIBIT "A"

to Articles of Incorporation of

EBEC HOLDINGS

ARTICLE THIRD (PURPOSE):

This Corporation is organized for the sole purpose of holding title to property, collecting the income therefrom, and turning over the entire amount thereof, less expenses, to the Corporation's parent, the EAST BAY EDUCATIONAL COLLABORATIVE (the "Collaborative"), a Rhode Island non-profit corporation which is an exempt organization under I.R.C. §501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons; Provided only that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

Notwithstanding any other provision of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under §501(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by Chapter 6 of Title 7 of the Rhode Island General Laws, as amended from time to time. In addition, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE FOURTH (PROVISIONS FOR THE REGULATION OF INTERNAL AFFAIRS):

The Corporation may, by vote of two-thirds of its members, authorize a voluntary dissolution under Chapter 6 of Title 7 of the Rhode Island General Laws. Upon approval of such voluntary dissolution, the members shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all the assets of the Corporation only to the Collaborative for purposes consistent with the purposes of this Corporation; Provided, however, that if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be

distributed in such manner and to such recipient(s) exempt under §501(c)(3) of the Internal Revenue Code as in the judgment of a court of competent jurisdiction will best accomplish the general purposes for which this Corporation was organized.

ARTICLE SIXTH (BOARD OF DIRECTORS):

Dr. Edward P. Mara, Superintendent
c/o Bristol-Warren Regional School District
151 State Street
Bristol, RI 02809

Dr. Susan Lusi, Superintendent
c/o Portsmouth School Department
29 Middle Road
Portsmouth, RI 02871

Rosemary Kraeger, Superintendent
c/o Middletown Public Schools
Oliphant Administration
26 Oliphant Lane
Middletown, RI 02842

Dr. Jack Ambrogi, Superintendent
c/o Newport Public Schools
437 Broadway
Newport, RI 02840

Dr. Manny Vinhateiro, Superintendent
c/o East Providence School Department
80 Burnside Avenue
East Providence, RI 02915

William Rearick, Superintendent & Chair
c/o Tiverton School Department
100 North Brayton Road
Tiverton, RI 02878

Dr. Harold Devinc, Superintendent
c/o Little Compton School Department
Wilbur/McMahon School
28 Commons
P.O. Box 178
Little Compton, RI 02837

Ralph A. Malafronte, Superintendent
c/o Barrington Public Schools
283 County Road
P.O. Box 95
Barrington, RI 02806