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# State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903-1335

NON-PROFIT CORPORATION

## ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is .....~~THE FRENCH-AMERICAN SCHOOL OF RHODE ISLAND~~.....

SECOND: The period of its duration (if perpetual, so state) .....~~PERPETUAL~~.....

THIRD: The specific purpose or purposes for which the corporation is organized are:

To operate a school which provides bilingual and bicultural  
Preschool, Elementary and Secondary Education and any and all other  
lawful purposes allowed under the laws of the State of Rhode  
Island.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the  
distribution of assets on dissolution or final liquidation, are: ~~XXXX~~

(Note 1)

see exhibit attached

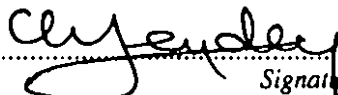
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FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)  
c/o HOLY NAME SCHOOL, 55 Locust Street, Providence, RI 02906 (add Zip Code),

and the name of its initial registered agent at such address is: Odile von Heyden

  
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 3  
and the names and addresses of the persons who are to serve as the initial directors are:

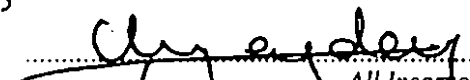
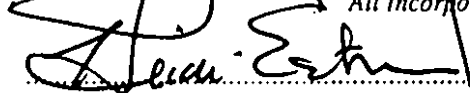
Name	Address
ODILE VON HEYDEN	171 ELMGROVE AVENUE, PROVIDENCE, RI 02906
HEIDI EASTMAN	21 PHILIPS STREET, PROVIDENCE, RI 02906
DOMINIQUE THOMPSON	48 LINCOLN AVENUE, RIVERSIDE, RI 02915

SEVENTH: The name and address of each incorporator is:

Name	Address
ODILE VON HEYDEN	SAME AS ABOVE
HEIDI EASTMAN	SAME AS ABOVE

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): immediately upon filing of these articles

Dated June 19, 1995

 Odile von Heyden  
 Heidi Eastman  
All Incorporators must sign  
Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

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FOURTH:

a. this corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of this corporation shall inure to the benefit of , or be distributable to, its directors, officers, or other private persons, except 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 Article THIRD hereof.

b. the affairs and business of the corporation shall be managed by a Board of Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

c. Upon dissolution, after paying or making provision for the payment of all of the liabilities of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Code.

d. The corporation shall have the power to indemnify, to pay expenses to, and to purchase and maintain insurance for its directors, officers and other persons to the full extent permitted by the law of the State of Rhode Island, but only to the extent that the status of the corporation as a corporation exempt under Section 501 (c)(3) of the Code shall not be affected hereby. A director of the corporation shall not be personally liable to the corporation or to its members for monetary damages except for liability (i) for any breach of loyalty, (ii) for acts of omissions not in good faith or intentional misconduct, (iii) or for transaction from which director derived an improper personal benefit.