

Filing Fee \$35.00

59419

State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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

FIRST: The name of the corporation is CHILDREN OF PROMISE FOUNDATION

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

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

see attached page

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:

(Note 1)

see attached page

RECEIVED
SECRETARY OF STATE
CORPORATE DIV.

Rec'd & Filed FEB 23 1990

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SECRETARY OF STATE
CORPORATE DIV.

FIFTH: The address of the initial registered office of the corporation is.....
123 Dyer Street, Providence, RI 02903-3980 (add Zip Code),

and the name of its initial registered agent at such address is:..... Cary J. Coen

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

Rhoda L. Flaxman

525 Woodward Avenue, Seekonk, MA 02771

W.C. Prescott, Jr.

216 Hope Street, Providence, RI 02906

Cary J. Coen, Esq.

123 Dyer Street, Providence, RI 02903-3980

SEVENTH: The name and address of each incorporator is:

Name

Address

Cary J. Coen, Esq.

123 Dyer Street, Providence, RI 02903-3980

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

Dated 2/14/90, 19

Cary J. Coen

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.

Article Third: The purpose or purposes for which the Corporation is organized are:

To raise and provide funds for schools and educational programs which are organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code) for children with special educational needs; to assist in the payment of tuition and expenses of children from low income families attending those schools and programs; to provide counselling and tutorial services to children with special educational needs; to promote public education about, and understanding of, children with special educational needs and the programs and resources available to them; to encourage and sponsor scientific research of the evaluation, and education of special needs children; to sponsor educational lectures, workshops and seminars which promote the professional development of scientists, health care professionals, and educators in the scientific research about, or education of, children with special educational needs; to make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code) and which sponsor or fund programs consistent with the purposes of this corporation; to acquire by purchase, gift, grant, donation or otherwise, property of any kind, character and description, and to maintain offices, and facilities for the purpose of promoting or carrying on any of the objects and purposes of the corporation; and to do all things incidental thereto which are consistent with the Rhode Island Non-Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code.)

Date Filed

(Do Not Write Above This Line)

NOTICE OF TRANSFER OF RESERVED CORPORATE NAME OF

CHILDREN OF PROMISE FOUNDATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Sec. 7-1.1-8 of the General Laws, 1956, as amended,
you are hereby notified that the undersigned has transferred to

Cary J. Coen

123 Dyer Street, Providence, RI 02903

, whose address is

the corporate name of CHILDREN OF PROMISE FOUNDATION
which was reserved in your office for the exclusive use of the undersigned on
, 19, for a period of one hundred twenty days thereafter.

Dated , 19

Emiko Flynn

By

Emiko E. Flynn

Its

Filing fee: \$5.00

FORM 3.1M 2-70

Article Fourth:

(1) The members of the Corporation, from and after the adjournment of the first meeting of Incorporators, shall be the persons who from time to time are members of the Executive Committee of the Board of Trustees of the Wheeler School, a Rhode Island Non-Profit Corporation.

(2) Except as prohibited by law, the Corporation may indemnify the Officers and Directors of the Corporation for any expense incurred in relation to any threatened, pending, or completed action, suit or proceeding in which such Officer or Director in his or her official capacity, is a witness or party.

(3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code).

(4) Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the corporation, any other assets of the corporation shall be disposed of by payment to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) and which sponsor or fund programs consistent with the purposes of the Corporation, as the Board of Directors shall determine.