



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Orchid Montessori School

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

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

THIS CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTIONS 170 (C)(2), 501(C)(3), 2055(A) AND 2522(A) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE").
WITHIN THE FRAMEWORK AND LIMITATIONS OF THE FOREGOING, THE SPECIFIC PRIMARY PURPOSE OF THIS CORPORATION IS TO OPERATE A MONTESSORI SCHOOL CONSISTENT WITH THE DESIGN PRINCIPLES OF THE WILDFLOWER FOUNDATION, A MINNESOTA NONPROFIT CORPORATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE DEDICATED TO CREATING SPACES FOR LEARNING THAT SUPPORT CHILDREN, PARENTS AND TEACHERS ON THEIR UNFOLDING JOURNEY TOWARD FULFILLING THEIR POTENTIAL.

ARTICLE IV

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:

SECTION A: POWERS
FOR SUCH PURPOSES, AND NOT OTHERWISE, THIS CORPORATION SHALL HAVE AND MAY EXERCISE ALL POWERS THAT ARE AFFORDED TO THIS CORPORATION BY THE RHODE ISLAND NONPROFIT CORPORATION ACT, AND BY ANY FUTURE LAWS AMENDATORY THEREOF AND SUPPLEMENTARY THERETO; PROVIDED,

HOWEVER, THAT THIS CORPORATION SHALL NOT CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON BY A CORPORATION THAT IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE OR BY A CORPORATION THAT IS DESCRIBED IN, AND CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE FOR FEDERAL INCOME AND ESTATE TAX PURPOSES UNDER, SECTIONS 170(C) AND 2055(A) OF THE CODE. ALL REFERENCES IN THESE ARTICLES OF INCORPORATION TO A PARTICULAR SECTION OF THE CODE SHALL INCLUDE THE CORRESPONDING PROVISIONS OF ANY FUTURE FEDERAL TAX LAW.

SECTION B: DIRECTORS

THE MANAGEMENT AND DIRECTION OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE VESTED IN A BOARD OF DIRECTORS. THE NUMBER, QUALIFICATIONS, TERMS OF OFFICE, METHOD OF SELECTION OR ELECTION, POWERS (INCLUDING MAKING, AMENDING, AND APPEALING THE BYLAWS), AUTHORITY, AND DUTIES OF THE DIRECTORS OF THIS CORPORATION, THE TIME, PLACE AND MANNER OF THEIR MEETINGS, AND SUCH OTHER PROVISIONS WITH RESPECT TO THEM AS ARE NOT INCONSISTENT WITH THE EXPRESS PROVISIONS OF THESE ARTICLES OF INCORPORATION SHALL BE AS SPECIFIED IN OR PRESCRIBED PURSUANT TO THE BYLAWS OF THIS CORPORATION.

SECTION C: PROHIBITED ACTIVITIES

NO PART OF THE NET INCOME OR EARNINGS OF THIS CORPORATION SHALL, DIRECTLY OR INDIRECTLY, INURE TO THE BENEFIT OF ANY PERSON HAVING A PERSONAL AND PRIVATE INTEREST IN THE ACTIVITIES OF THIS CORPORATION, BUT THIS CORPORATION MAY PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO THIS CORPORATION IN FURTHERANCE OF ITS PURPOSES SET FORTH IN ARTICLE II HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION, EXCEPT PURSUANT TO AN ELECTION UNDER, AND AS PERMITTED BY, SECTION 501(H) OF THE CODE, AND THIS CORPORATION SHALL NOT 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. EXCEPT AS PERMITTED BY APPLICABLE LAW, THIS CORPORATION SHALL NOT LEND MONEY TO, OR GUARANTEE THE OBLIGATION OF, ANY DIRECTOR OR OFFICER OF THIS CORPORATION.

SECTION D: NONDISCRIMINATION POLICY

THIS CORPORATION SHALL NOT DISCRIMINATE, ON THE BASIS OF RACE, COLOR,

NATIONAL OR ETHNIC ORIGIN, CREED, RELIGION, SEX OR GENDER, DISABILITY, AGE, MARITAL STATUS, SEXUAL ORIENTATION, OR STATUS WITH REGARD TO PUBLIC ASSISTANCE. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THIS CORPORATION SHALL ADMIT TO THE SCHOOL, STUDENTS OF ANY RACE, COLOR, NATIONAL AND ETHNIC ORIGIN TO ALL THE RIGHTS, PRIVILEGES, PROGRAMS, AND ACTIVITIES GENERALLY ACCORDED OR MADE AVAILABLE TO STUDENTS AT THE SCHOOL. FURTHER, THIS CORPORATION SHALL NOT DISCRIMINATE, ON THE BASIS OF RACE, COLOR, NATIONAL AND ETHNIC ORIGIN IN ADMINISTRATION OF ITS EDUCATIONAL POLICIES, ADMISSION POLICIES, SCHOLARSHIP AND LOAN PROGRAMS, AND ATHLETIC AND OTHER PROGRAMS ADMINISTERED BY THIS CORPORATION.

SECTION E: NO LIABILITY

TO THE EXTENT PERMITTED BY LAW, NONE OF THE DIRECTORS, OFFICERS, COMMITTEE MEMBERS, EMPLOYEES OR AGENTS OF THIS CORPORATION SHALL BE PERSONALLY LIABLE FOR THE PAYMENT OF ANY DEBTS OR OBLIGATIONS OF THIS CORPORATION OF ANY NATURE WHATSOEVER, NOR SHALL ANY OF THE PROPERTY OF ANY OF THE DIRECTORS, OFFICERS, COMMITTEE MEMBERS, EMPLOYEES OR AGENTS BE SUBJECT TO THE PAYMENT OF THE DEBTS OR OBLIGATIONS OF THIS CORPORATION TO ANY EXTENT WHATSOEVER. FOR THE SAKE OF CLARITY AND WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THIS PROVISION SHALL NOT BE INTERPRETED TO ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR IN A MANNER THAT WOULD VIOLATE RHODE ISLAND GENERAL LAWS § 7-6-34.

SECTION F: DISSOLUTION

THIS CORPORATION MAY BE DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS. UPON THE 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 A COURT OF COMPETENT JURISDICTION 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.

SECTION G: NO MEMBERS

THIS CORPORATION SHALL NOT HAVE MEMBERS.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 67 STIMSON AVENUE

City or Town: PROVIDENCE, RI

State: RI

Zip: 02906

The name of its initial registered agent at such address is GREGORY TRAGHELLA

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 4 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	KATHLEEN RODRIGUES	1121 THAYER STREET ABINGTON, MA 02351 USA
DIRECTOR	ALEXANDRA THERIS	400 HOPE STREET PROVIDENCE, RI 02906 USA
DIRECTOR	KATELYN CASTONGUAY	106 BLACKBERRY RD. NORTH ATTLEBORO, MA 02760 USA
DIRECTOR	CASSANDRA WARD	74 SUMMER STREET REHOBOTH, MA 02769 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	KATHLEEN RODRIGUES	1121 THAYER STREET ABINGTON, MA 02351 USA
INCORPORATOR	CASSANDRA WARD	74 SUMMER STREET REHOBOTH, MA 02769 USA

ARTICLE VIII

Date when corporate existence is to begin 03/15/2019

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 15 Day of March, 2019 at 8:10:10 PM by the incorporator(s). *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.*

Enter signature(s) below.

CASSANDRA WARD

KATHLEEN RODRIGUES

Form No. 200
Revised 09/07

© 2007 - 2019 State of Rhode Island and Providence Plantations
All Rights Reserved