

Corp. I.D. # _____

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is _____
Sakonnet Early Learning Center, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

To establish, maintain, and operate a nursery school and day care center for members of the general public; to purchase and acquire all necessary art supplies, playground equipment, furnishings, food, and other material necessary to operate for profit day care center; to hire certified teachers and assistants in accordance with the General Laws of Rhode Island; further, to purchase or lease real property for the above-mentioned purposes; and to do all acts and things necessary or convenient for the conduct of such business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Please see Attachment "A"

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Please see Attachment "B"

SEVENTH. The address of the initial registered office of the corporation is 752 East Road, Tiverton, Rhode Island 02878 (add Zip Code) and the name of its initial registered agent at such address is: Deborah M. Raposa

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
Deborah M. Raposa	84 Shawmut St., Fall River, MA

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Deborah M. Raposa	84 Shawmut St., Fall River, MA

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

September 21, 1987

STATE OF RHODE ISLAND } In the City } of Tiverton
COUNTY OF Newport } Town }

in said county this 11th day of September, A.D. 19 87

then personally appeared before me Deborah M. Raposa

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Robert K. Harrington

Robert K. Harrington, Notary Public
My commission expires: 6/30/91

JEB:OSA

✓ 13025

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ATTACHMENT "A"

Article 5

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within 30 days thereafter, either accept the offer or by notice in writing name a second arbitrator, and these shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have 30 days within which to purchase the same at such valuation, but if at the expiration of 30 days the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

The stock to be issued by this corporation shall be Section 1244 stock as set forth in the I.R.C. of 1964 as amended and shall be issued pursuant to a Plan under and in conformance with the terms thereto.

ATTACHMENT "B"

Article 6

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution or for limiting, defining, or regulating the powers of the corporation or of its directors or stockholders, or any class of stockholders:

(a) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by-law or the by-laws requires action by the stockholders.

(b) Meetings of the stockholders may be held anywhere in the United States.

(c) The corporation may be a partner in any business enterprise it would have power to conduct by itself.

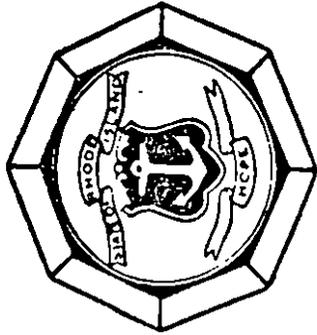
(d) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

- (1) such contract, transactions or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) no such director, officer, stockholder, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

The term "interest" shall include personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern. The term "concern" shall mean any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

At any time when there is no shareholder of the corporation duly registered and licensed to perform the professional services for which the corporation is organized, the assets of the corporation shall be liquidated and steps shall be taken forthwith for its dissolution, distributing the net assets of the corporation to the person or persons who would succeed to the ownership of its stock but for his, her, or their ineligibility by law to own such stock and but for these provisions.

State of Rhode Island and Providence Plantations
Department for Children and Their Families



Edward B. DiPrete, Governor

No. 199

Day Nursery

This is to certify that:

L I C E N S E

Sakonnet Early Learning Center

of 752 East Road, Tiverton, Rhode Island 02878 is licensed to

maintain a Day Nursery on the above mentioned premises, number of children not to exceed 56

This license is issued under the provisions of Title 40, Chapter 13 of the General Laws of Rhode Island, 1956, as amended.

This license is issued in accordance with the provisions of Title VI of the Civil Rights Act of 1964 as amended and all other Federal and State laws and regulations pertaining to equal opportunity which prohibit discrimination on the basis of race, color, national origin, age, sex, religion or handicap. Any person who believes that discrimination is being practiced for any of the above reasons has the right to file a complaint with the Rhode Island Department for Children and Their Families, with the U.S. Department of Health, Education and Welfare or with both.

This license will expire on the 31st day of March, 19 88

Approved June 15, 19 87

Director
Department for Children and Their Families



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department for Children and Their Families
DIVISION OF COMMUNITY RESOURCES
610 Mt. Pleasant Avenue
Providence, R.I. 02908

November 9, 1987

Ms. Susan Anderson
Office of the Secretary of State
Corporations Division
270 Westminister Mall
Providence, RI 02903

Dear Ms. Anderson:

Re: Sakonnet Early Learning Center, Inc.

In response to your communication of 10/15/87, please be advised that the above-named facility is licensed by the Department for Children and Their Families as a Child Day Care Center.

A copy of the license is enclosed for your information.

Sincerely,

JoAnne K. Flodin
Child Development Specialist
Supervisor, Day Care Licensing

JKF/rmc

Encl.