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Filing fee \$35.00

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Corporate Division  
OFFICE OF THE SECRETARY OF STATE  
100 NORTH MAIN STREET, PROVIDENCE, RHODE ISLAND 02903

**NON-PROFIT CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

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

1. The name of the corporation is the Stony Lane Parent-Teacher Organization.
2. The period of its duration is perpetual.
3. The specific purpose for which the corporation is organized is:

exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The objective of the Organization is to plan and finance programs, through fundraising efforts, that promote the educational, cultural and physical development of the children attending Stony Lane Elementary School. Programs sponsored by the Organization are supplemental to the curriculum implemented by the Town of North Kingstown, and are not, in any part, financed or funded by municipal, state or federal funds.

4. Provisions, 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 as follows:

1. Non-profit. The organization is not organized for profit.
2. Tax Exempt Status. The corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax laws.
3. Distributions in Liquidation. In the event of liquidation or dissolution, the corporation, after payment of or provision for all liabilities of the corporation, all the assets of corporation shall be distributed, pursuant to Section 7-6-51 and 7-6-52 of the Rhode Island General Laws, to one or more organizations noted in Section 501(c)(3) of the Internal Revenue Code, organized for nonprofit purposes and contributions to which are deductible under Section 170(c) of the Code, or to the State of Rhode Island or to local government for public purposes.
4. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any Private Individual, including any director or employee of the corporation, and no Private Individuals shall receive

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or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except that the corporation may pay to any Private Individual reasonable compensation or payments for services or activities in furtherance of one or more of its purposes.

5. Prohibited Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

6. Nondiscrimination. Persons of any race, religion and of either gender shall be entitled to all of the rights, privileges, programs and activities generally accorded or made available to participants in the corporation, and the corporation shall not discriminate on the basis of race, religion, or gender in administering its programs.

7. Elimination of Directors' Personal Liabilities. No Director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this paragraph shall not eliminate or limit the liability of a director of the corporation for (i) any breach of the director's duty of loyalty to the corporation, or (ii) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived an improper benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of such a director occurring prior to such amendment, modification or repeal. No director of the corporation shall be compensated by the corporation for serving in such capacity.

5. The address of the initial registered office of the corporation is 825 Stony Lane, North Kingstown, Rhode Island, 02852, and the name of its initial registered agent at such address is Kim Kruger.

6. The number of directors constituting the initial Board of Directors of the corporation is **THREE**, and the names and addresses of the persons who are to serve as the initial directors are:

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|------------------|--|
| 1. Kim Kruger    | 11 Arbor Way, North Kingstown, Rhode Island 02852        |
| 2. Candy Ohanian | 33 Carrie Lane, North Kingstown, Rhode Island 02852      |
| 3. Nancy Woerner | 284 Beacon Drive, North Kingstown, Rhode Island<br>02852 |

7. The name and address of the incorporator is:

Elizabeth S. Dolan	193 Beacon Drive, North Kingstown, Rhode Island 02852.
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8. Date when corporate existence to begin: February 1, 1998  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated Jan 29, 1998

Under penalty of perjury, I declare that I have examined these Articles of Incorporation, including any accompanying attachments, and that all of the statements contained herein are true and correct.

  
(Signature of each incorporator)

**FILED**

JAN 29 1998

By JMD #197777  
